Listing of Claims:

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

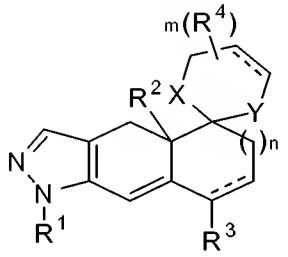
1 to 7. (Canceled)

8. (Canceled)

9. (Canceled)

10. (Canceled)

11. (Previously presented) A compound of Formula II



II

wherein

m is 0, 1 or 2;

n is 0 or 1;

X and Y are each independently selected from CH_2, S and O;

R^1 is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

(a) halo,

(b) OCH_3,

(c) CH_3, and

(d) CN;

R^2 and R^3 are each individually hydrogen or methyl; and

each R^4 is independently selected from the group consisting of

(1) -OH,

(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,

(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,

(4) C_{2-6}alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,

(5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,

(6) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(7) –CO_2H,

(8) –CO_2C_{1-3}alkyl,

(9) –OC_{1-3}alkyl,

(10) -SO_2-C_{1-3}alkyl,

(11) -SO_2-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2} alkyl and halo

(12) -C_{1-2}alkyl-O-C_{1-2}alkyl,

(13) –C_{1-2}alkyl-O-C_{2-4}alkenyl,

(14) -C_{1-2}alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(15) -C_{1-2}alkyl-C(O)O-C_{1-2}alkyl,

(16) 2-(1,3-dioxan)ethyl,

(17) -C_{1-2}alkyl-C(O)-NH-phenyl and

(18) -C_{1-2}alkyl-C(O)-NHN.

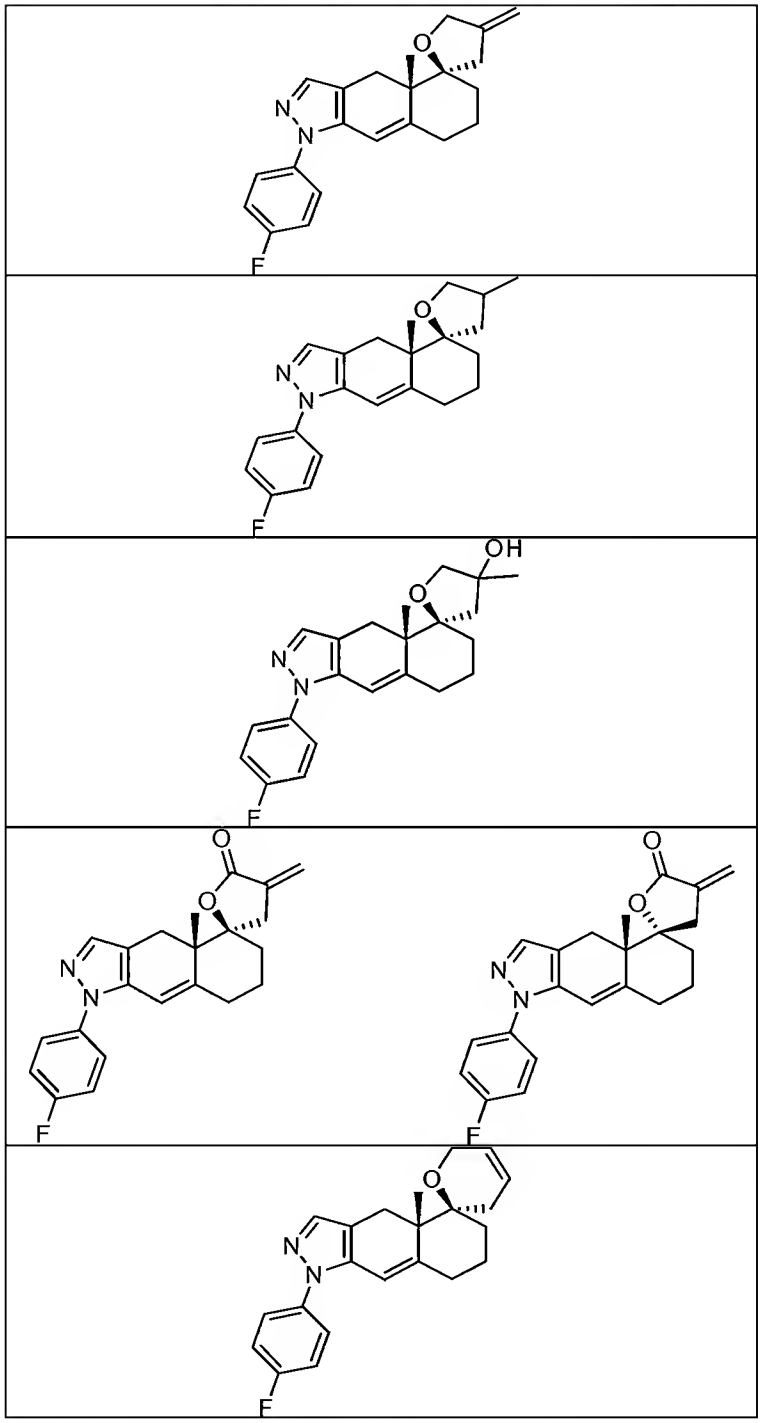
12. (Previously presented) A compound according to claim 11 wherein each R^4 is independently selected from the group consisting of -C_{1-6}alkyl or hydrogen.

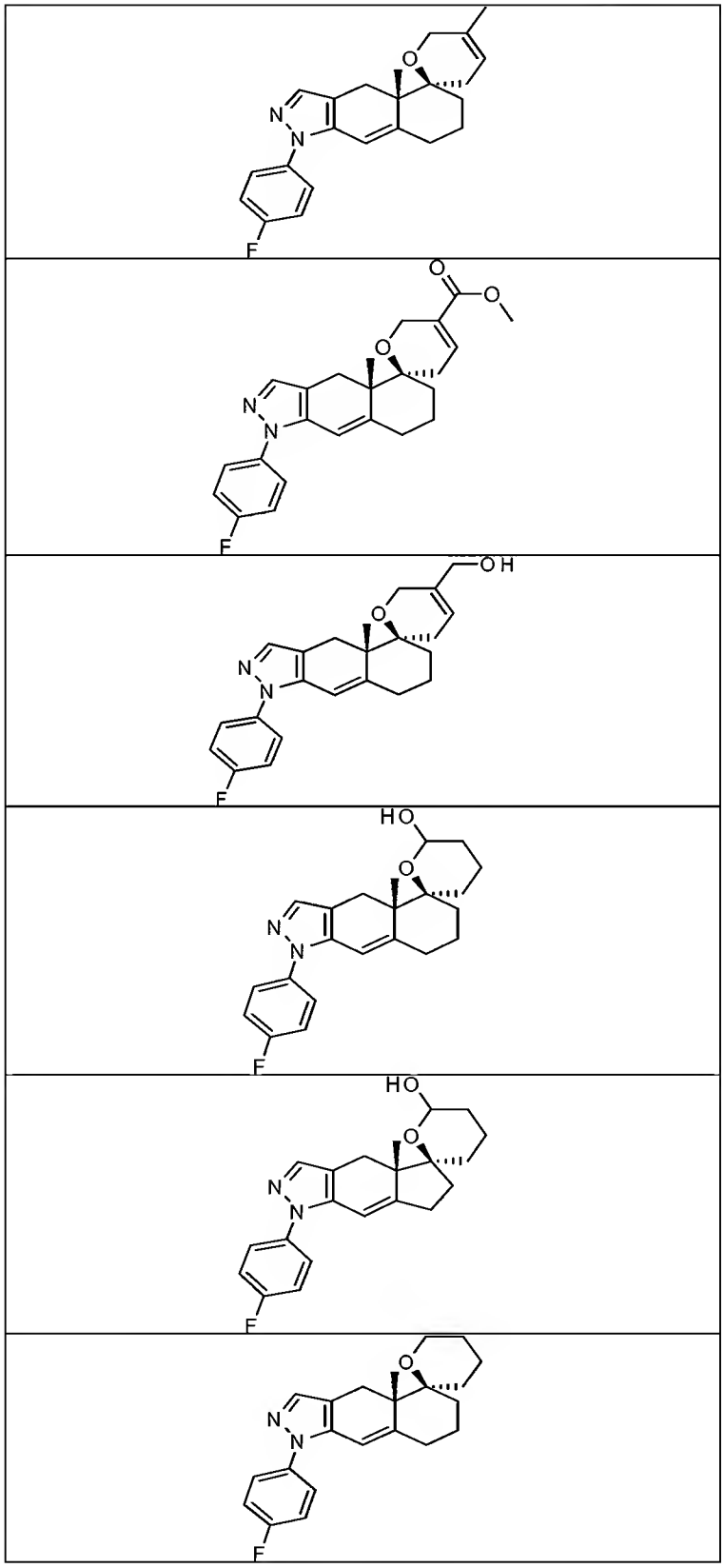
13. (Previously presented) A compound according to claim 11 wherein X and Y are both O or are both S or X is O and Y is CH_2; and

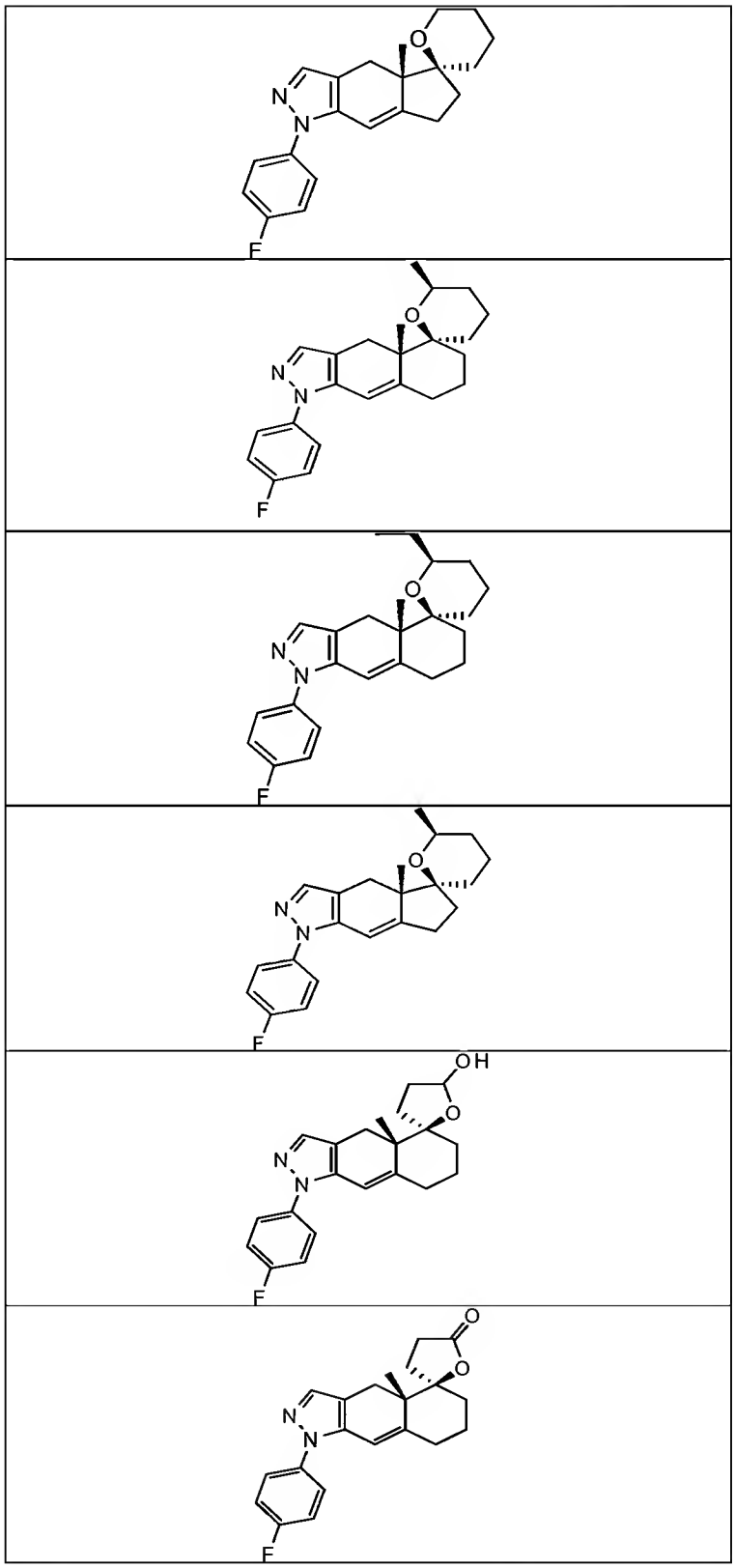
R^1 is phenyl optionally mono or di- substituted with halo.

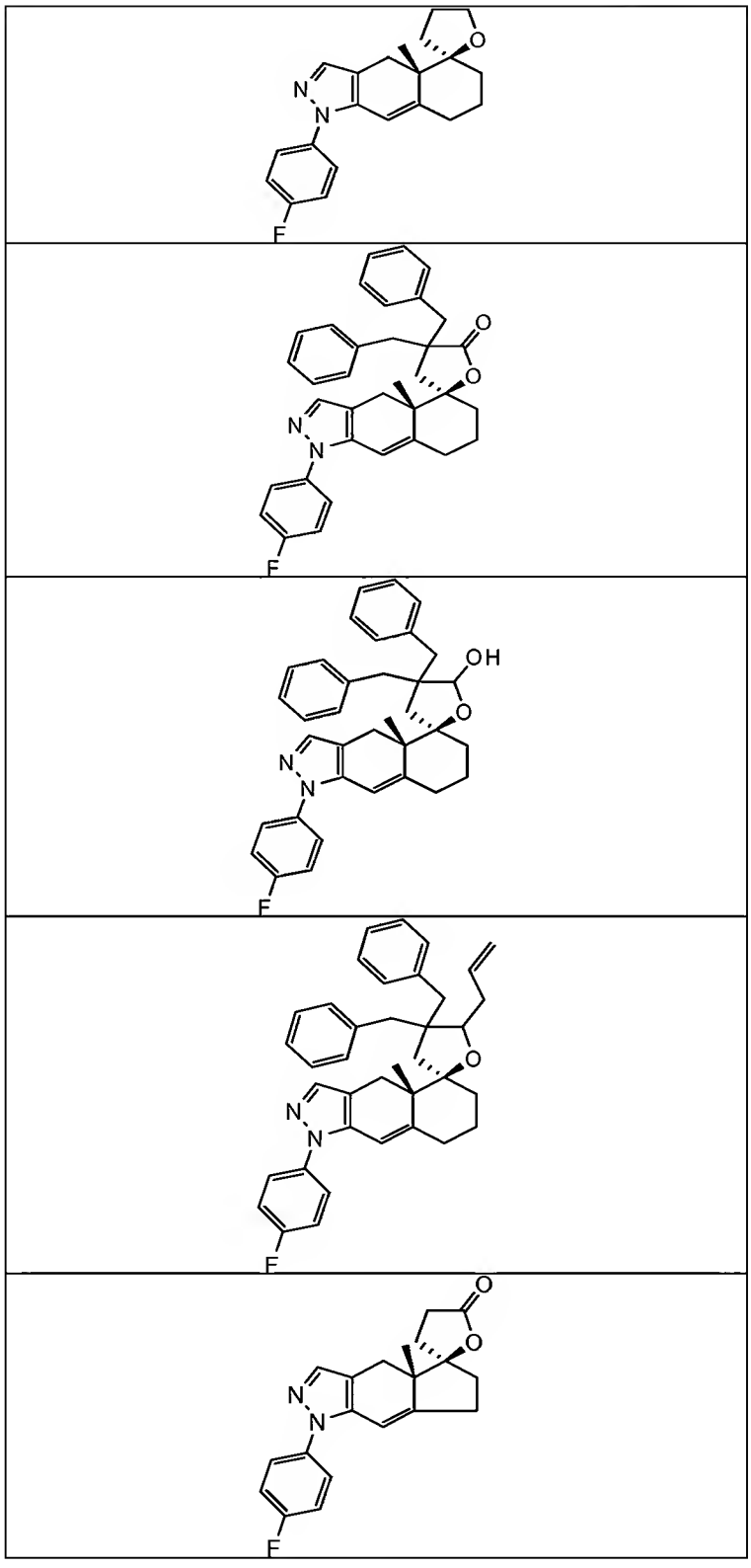
14. (Previously presented) A compound selected from one of the following groups:

i)





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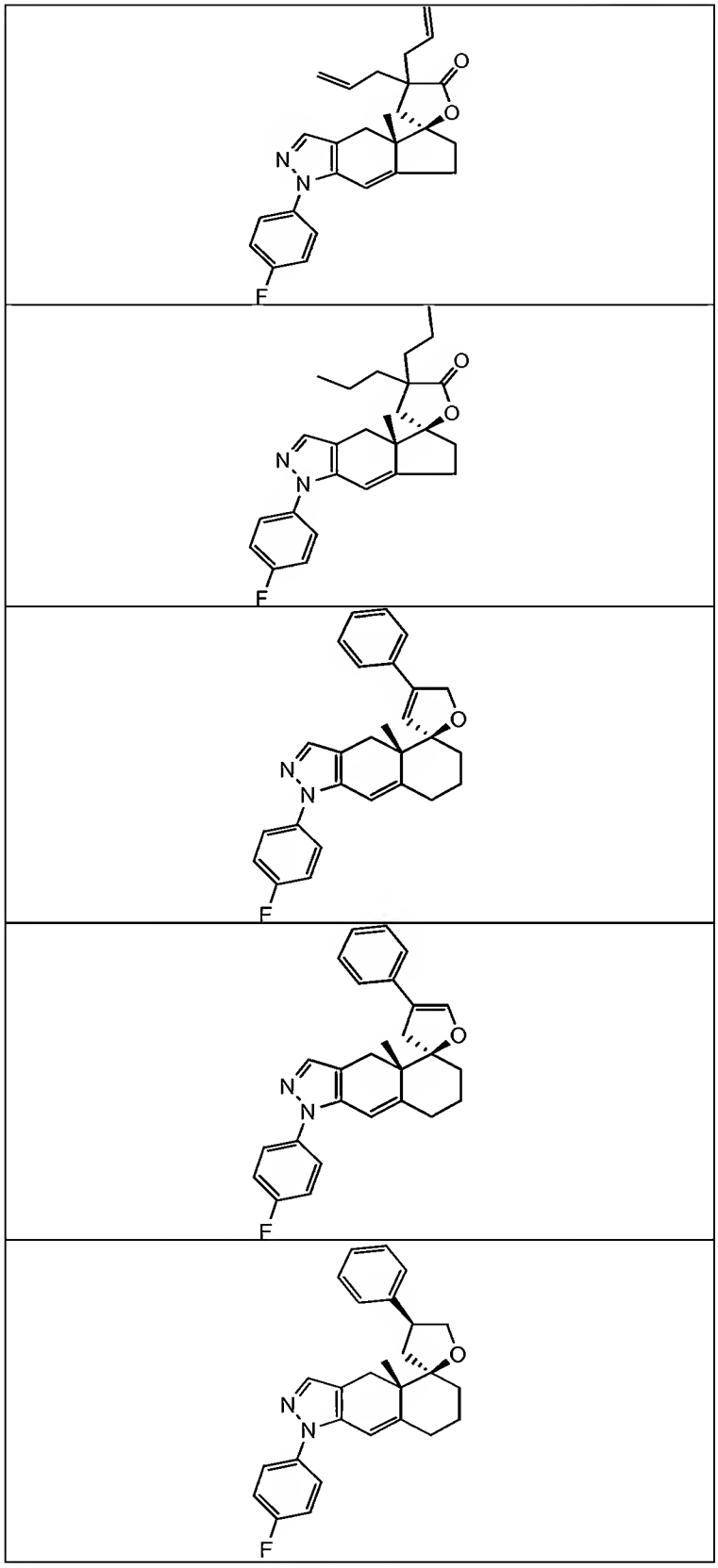

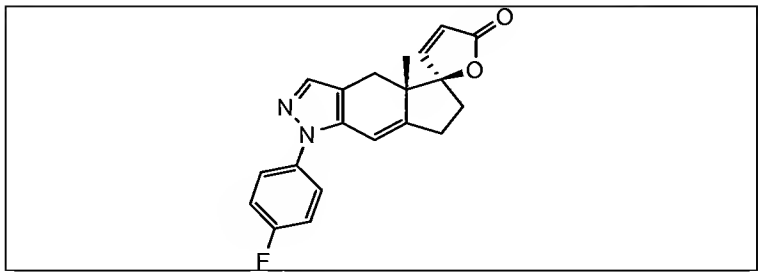

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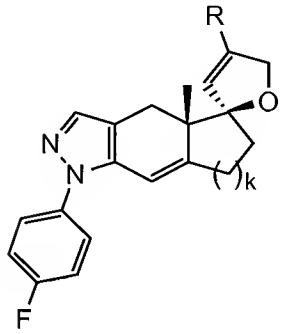
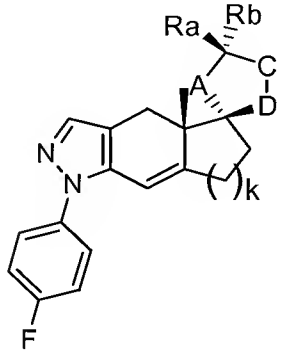


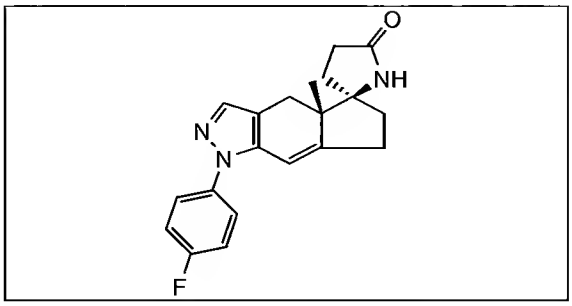
K	R
1	Vinyl
1	Phenyl
1	4-fluorophenyl
2	Benzyl
2	Vinyl
2	Ethyl

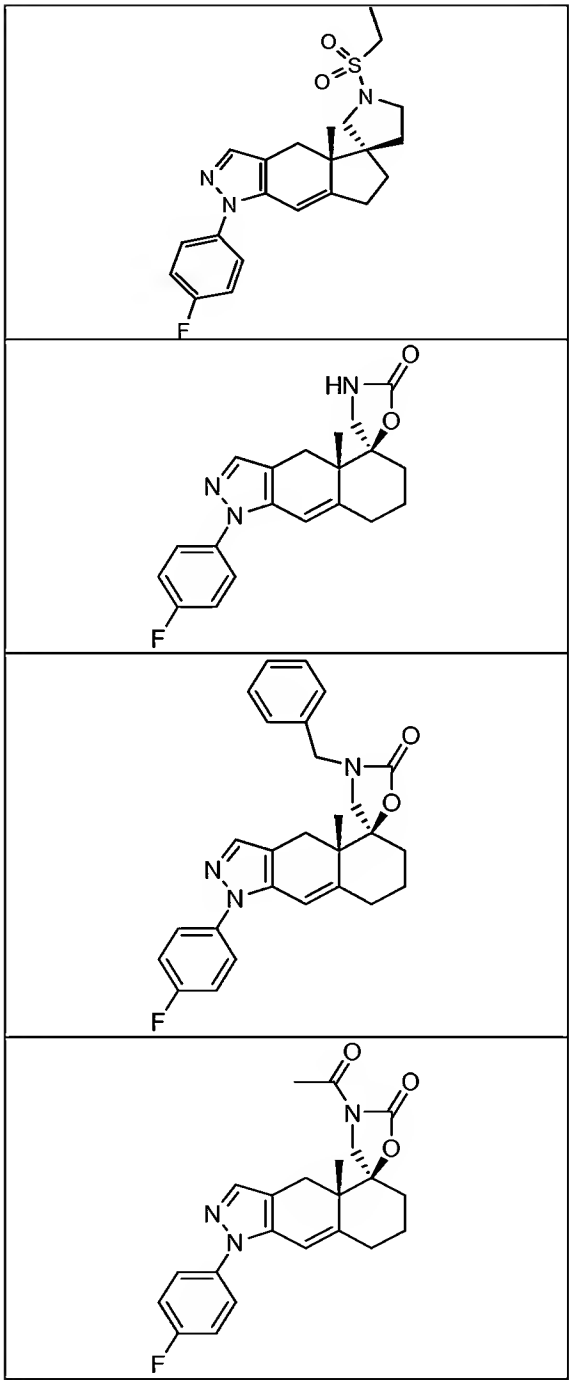
iii)

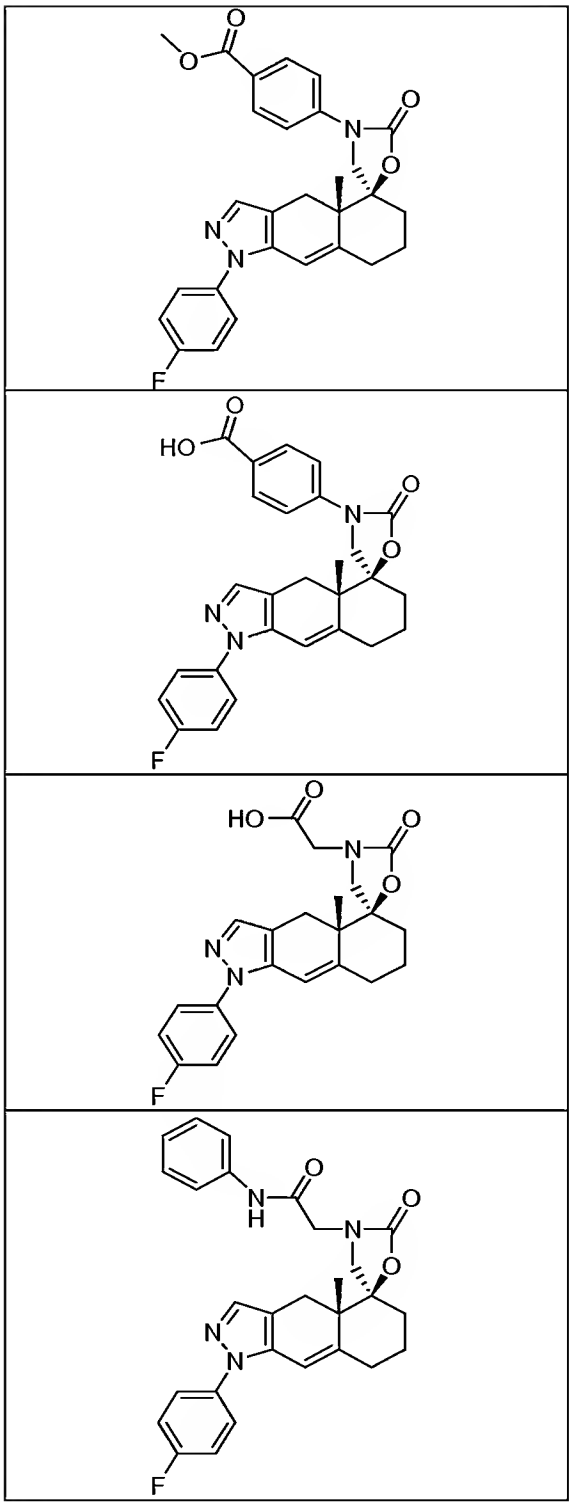


k	D	A	C	Ra	Rb
1	O	CH_2	CH_2	propyl	Propyl
1	O	CH_2	CHOH	propyl	Propyl
1	O	CH_2	CH_2	allyl	Allyl
1	O	CH_2	CHOH	allyl	Allyl
1	O	CH_2	CH_2	methyl	Methyl
1	O	CH_2	CHOH	methyl	Methyl
1	O	CH_2	C(O)	methyl	Methyl
1	O	CH_2	CH_2	H	H
1	O	CH_2	CHOH	H	H
2	CH_2	O	CH_2	ethyl	H
2	CH_2	O	CH_2	H	Ethyl
2	CH_2	O	CH_2	H	Phenyl
2	O	CH_2	CH(allyl)	allyl	Allyl
2	O	CH_2	CH_2	methyl	Methyl
2	O	CH_2	CH_2	benzyl	Benzyl
2	O	CH_2	CH_2	allyl	Allyl
2	O	CH_2	CHOH	methyl	Methyl
2	O	CH_2	CHOH	allyl	Allyl
2	O	CH_2	CH(allyl)	H	H
2	O	CH_2	C(O)	methyl	Methyl
2	O	CH_2	C(O)	allyl	Allyl

iv)



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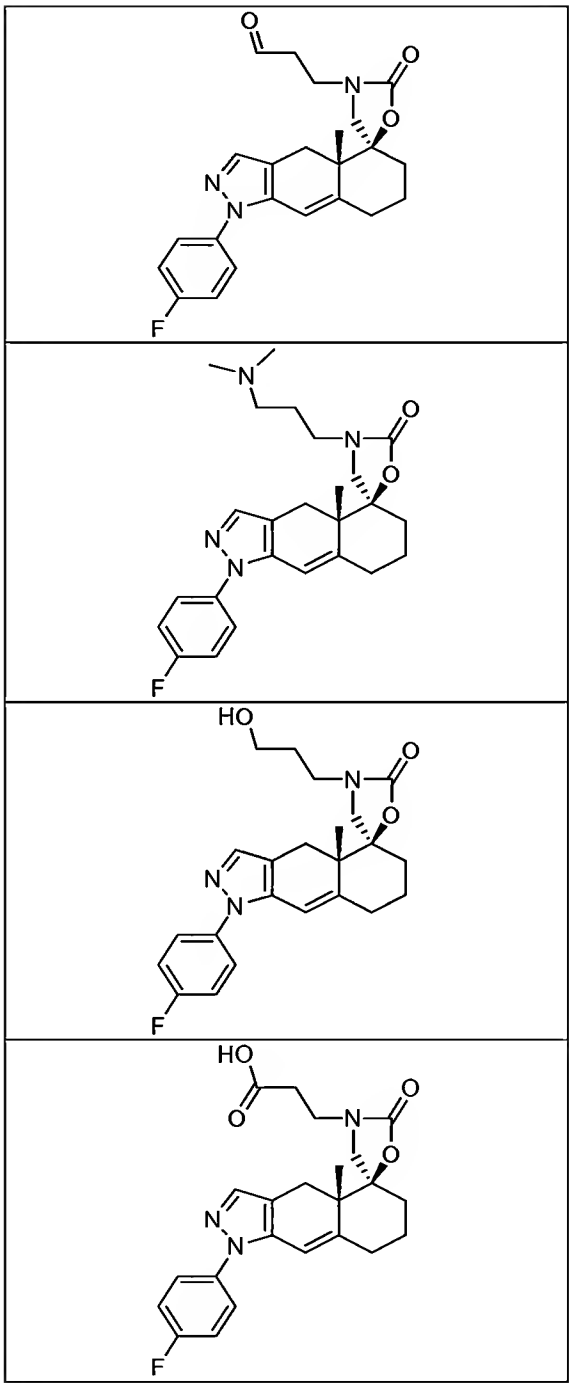
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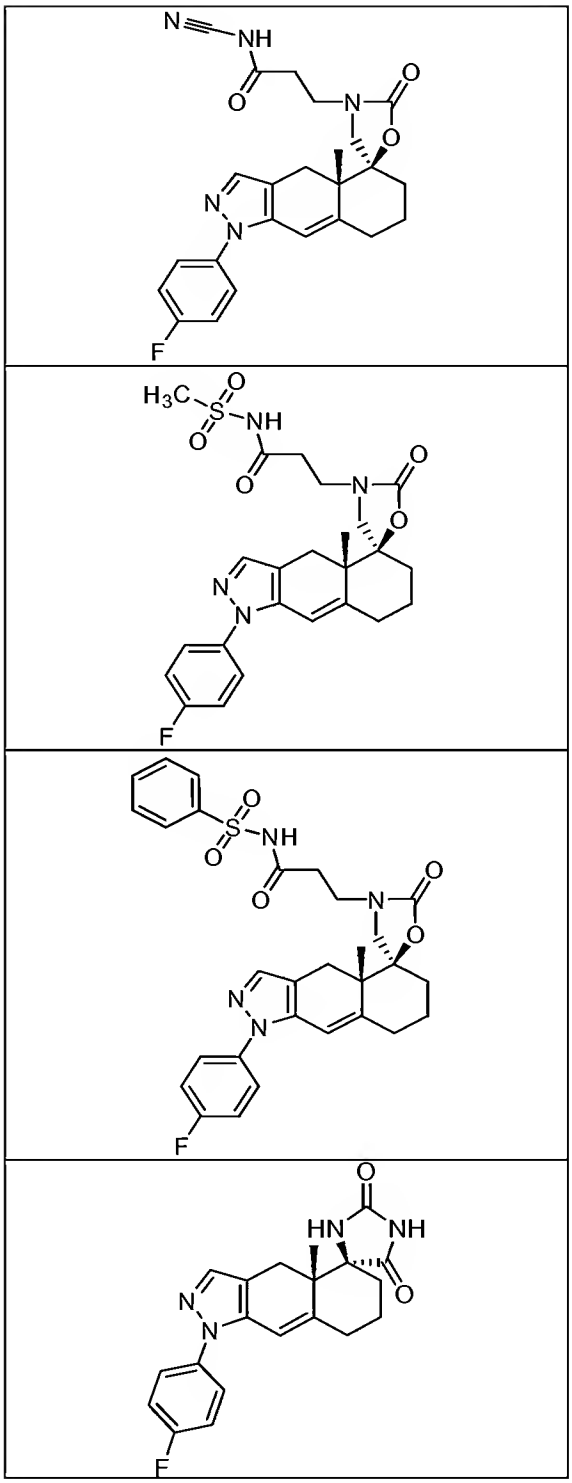

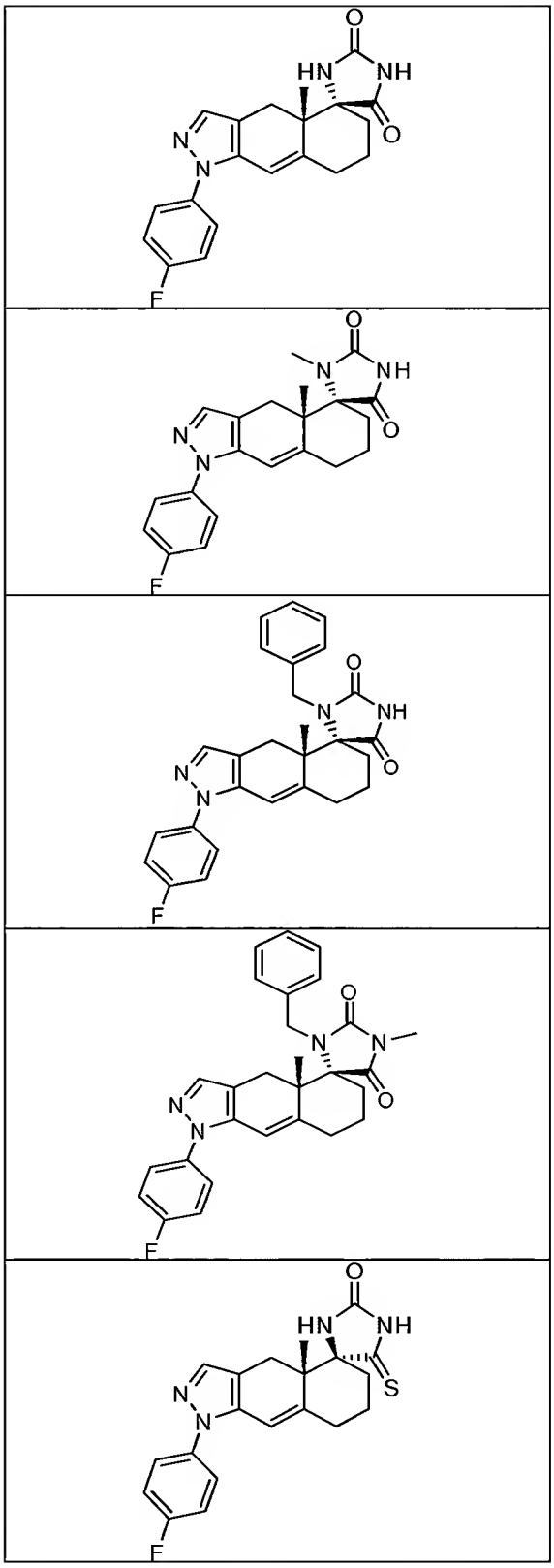

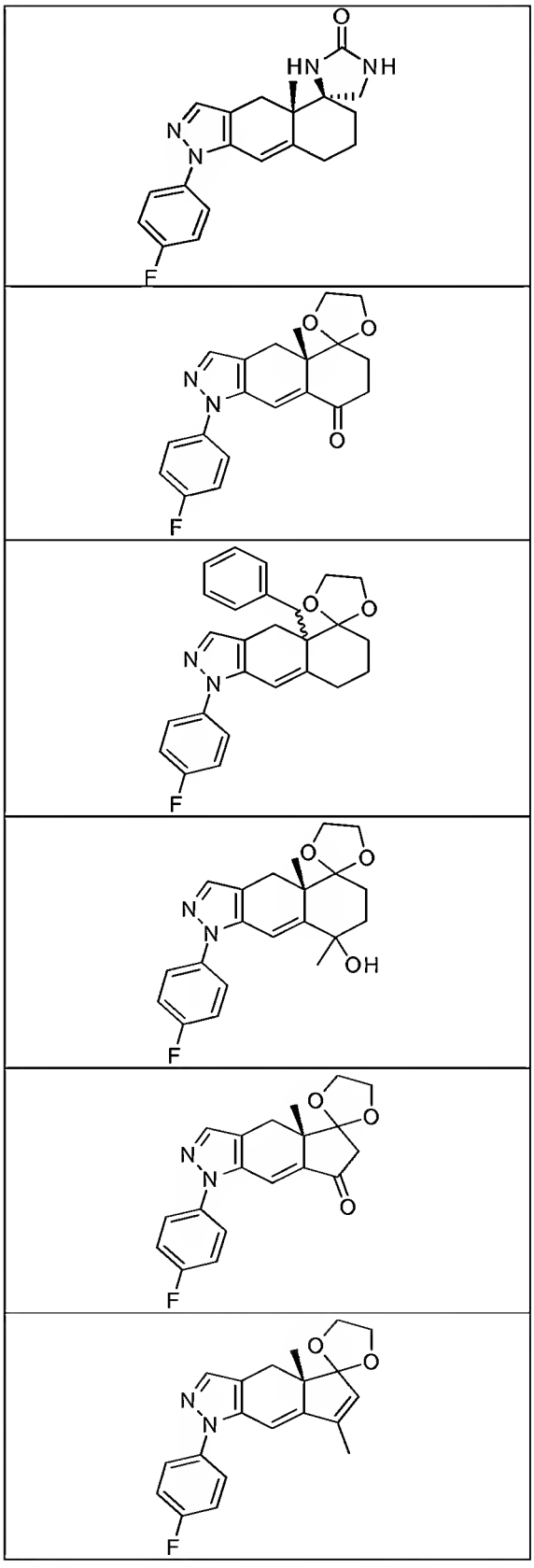

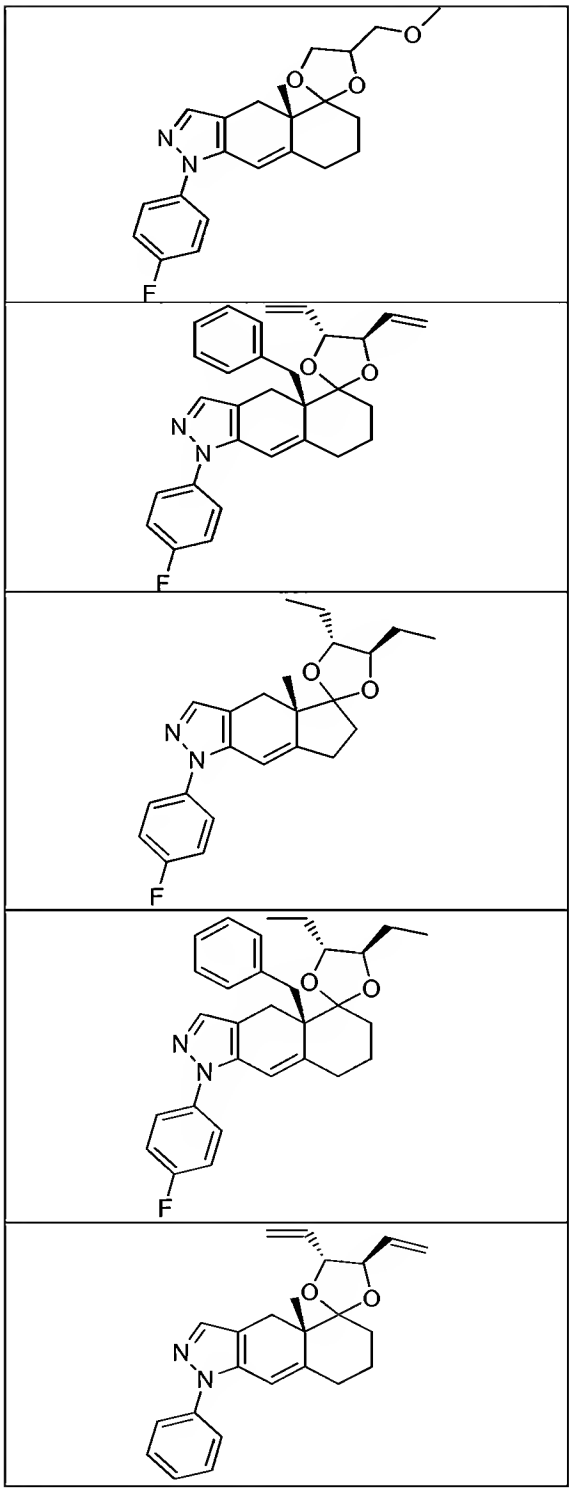

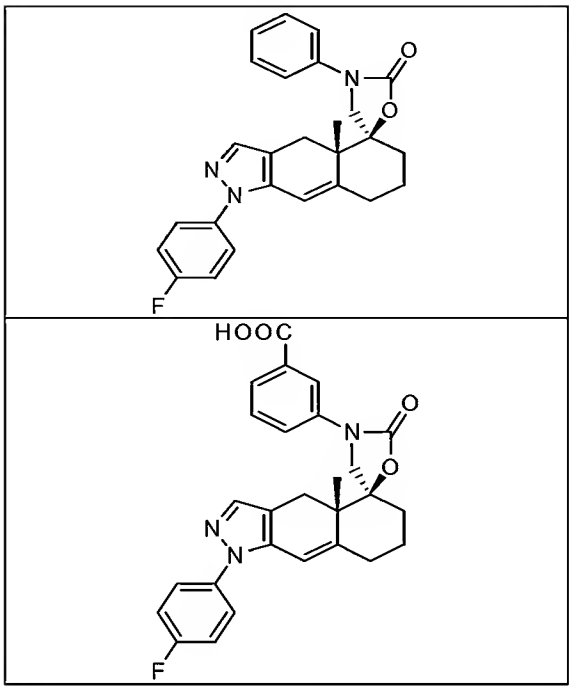

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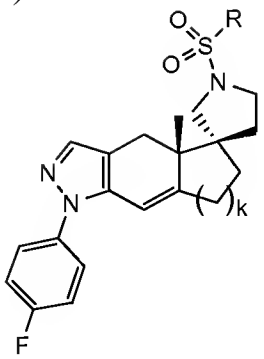
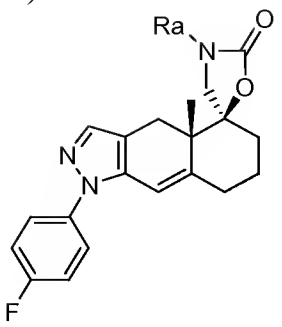


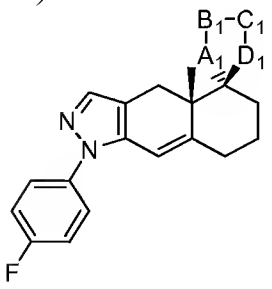
k	R
1	phenyl
2	ethyl
2	phenyl

vi)

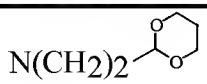


Ra
Methyl
Allyl
Isopropyl
2-methoxyethyl
CH_2CO_2Et
2-(1,3-dioxan)ethyl

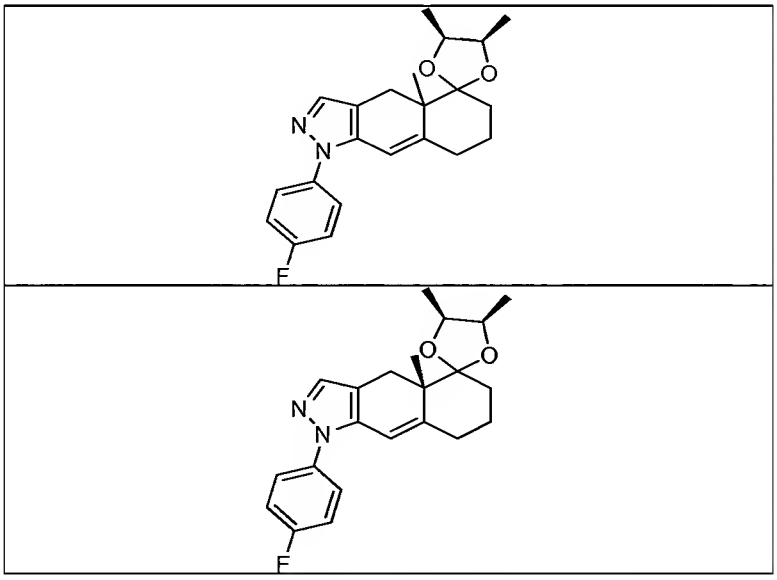
vii)

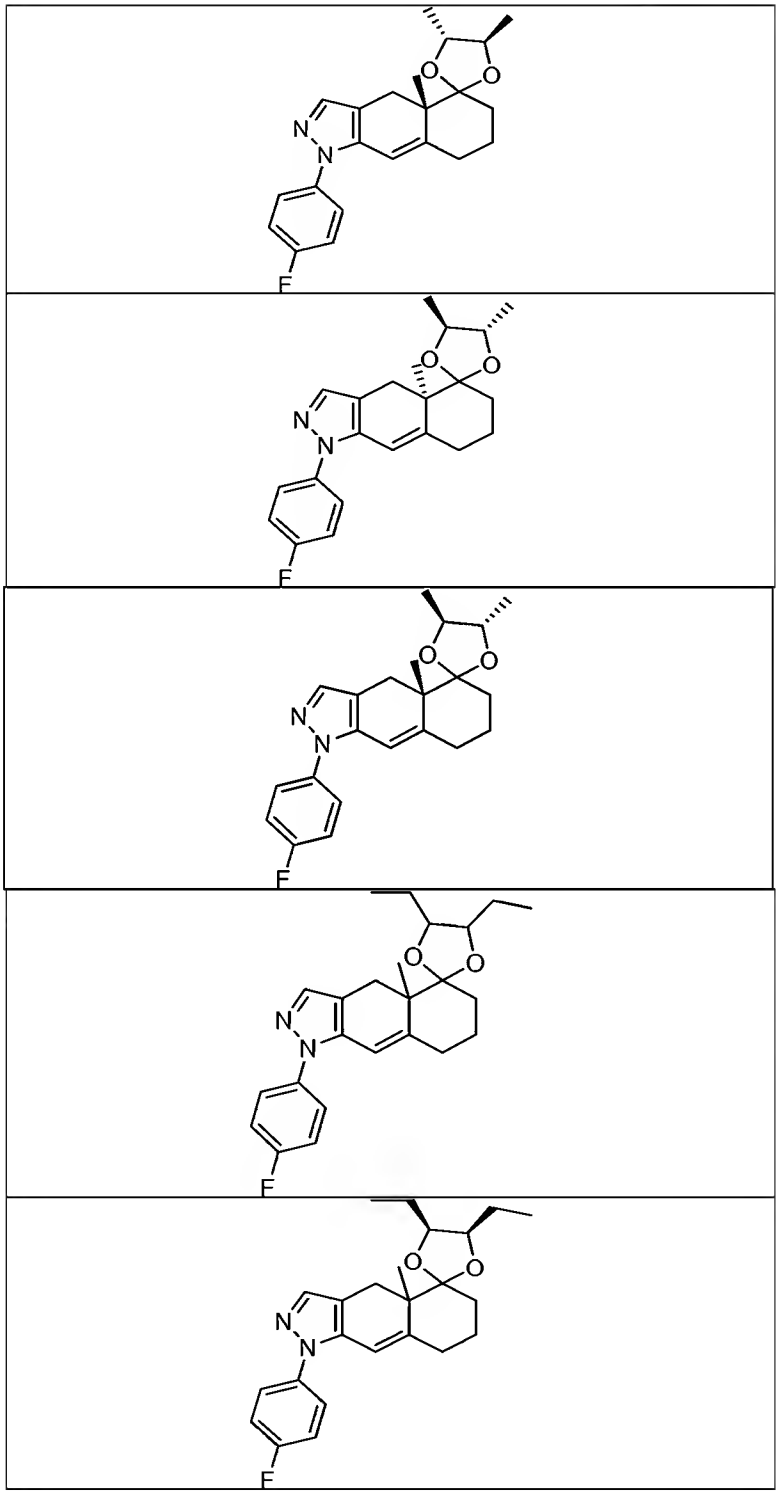


C_1	D_1	A_1	B_1
C(O)	NCH_3	C(O)	NH
NCH_2Ph	C(O)	NCH_3	C(O)
NCH_3	C(O)	NCH_3	C(O)
$NCH_2CH=CH_2$	C(O)	NCH_3	C(O)
C(O)	NCH_3	C(O)	NCH_2Ph
C(O)	NCH_3	C(O)	NCH_3
C(O)	NCH_3	C(O)	$NCH_2CH=CH_2$

C(O)	NCH_3	C(O)	NH
$N(CH_2)_2CO_2H$	C(O)	NCH_2Ph	C(O)
NH	C(O)	$N(CH_2)_2CO_2H$	C(O)
NH	C(O)		C(O)
C(O)	NCH_3	C(O)	$N(CH_2)_2CO_2H$
C(O)	NCH_3	C(O)	
$NCH_2CH=CH_2$	C(O)	$NCH_2CH=CH_2$	C(O)
.NCH_2Ph	C(O)	NCH_2Ph	C(O)
NH	C(S)	NCH_2Ph	C(O)
NH	C(S)	NH	C(O)
NH	C(S)	$NCH_2CH=CH_2$	C(O)
NH	C(S)	NCH_3	C(O)
NH	CH_2	NCH_2Ph	C(O)
NH	CH_2	NH	C(O)
C(O)	NCH_3	CH_2	NCH_3
NH	CH_2	NCH_3	C(O)

and viii)

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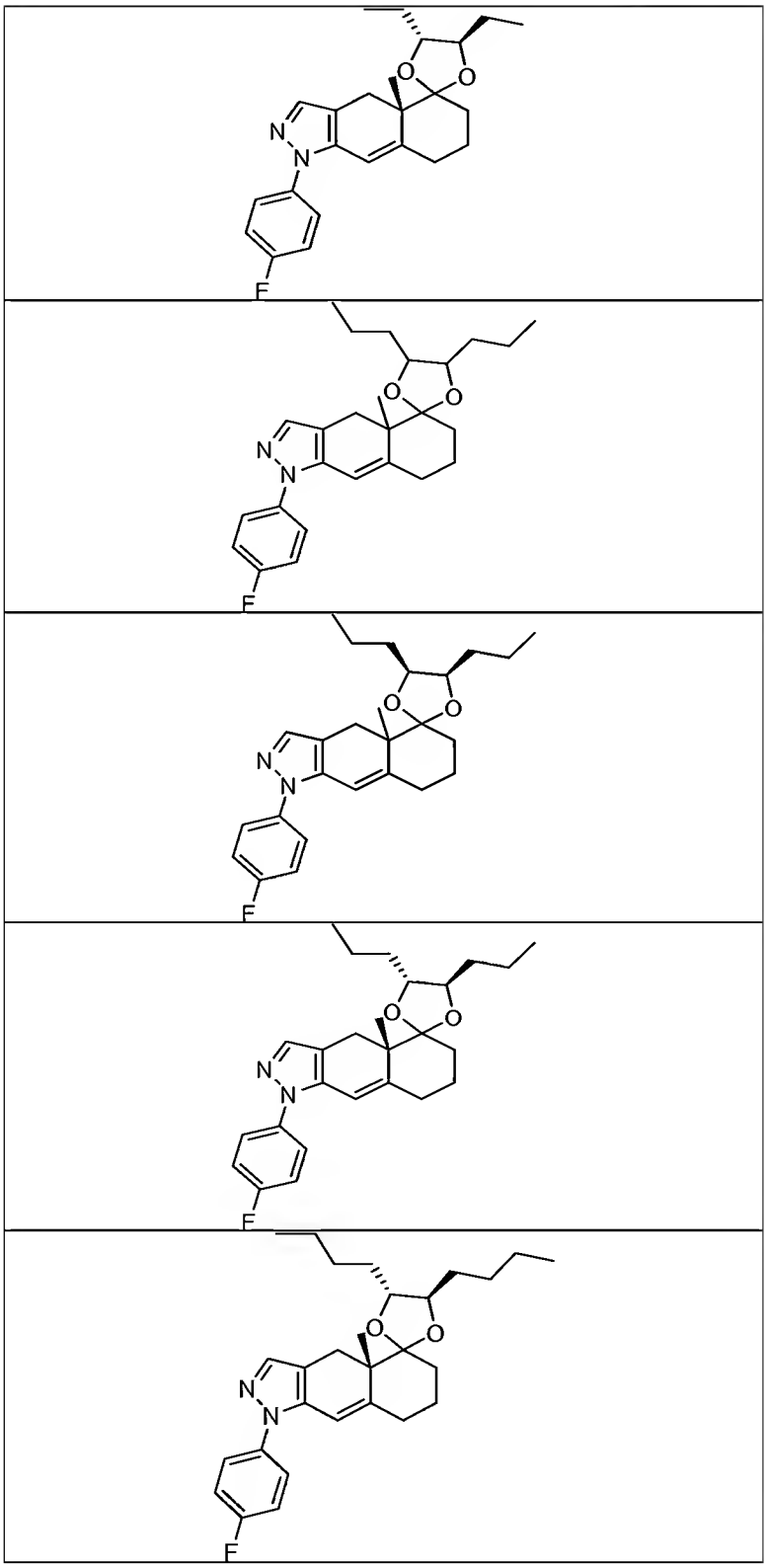

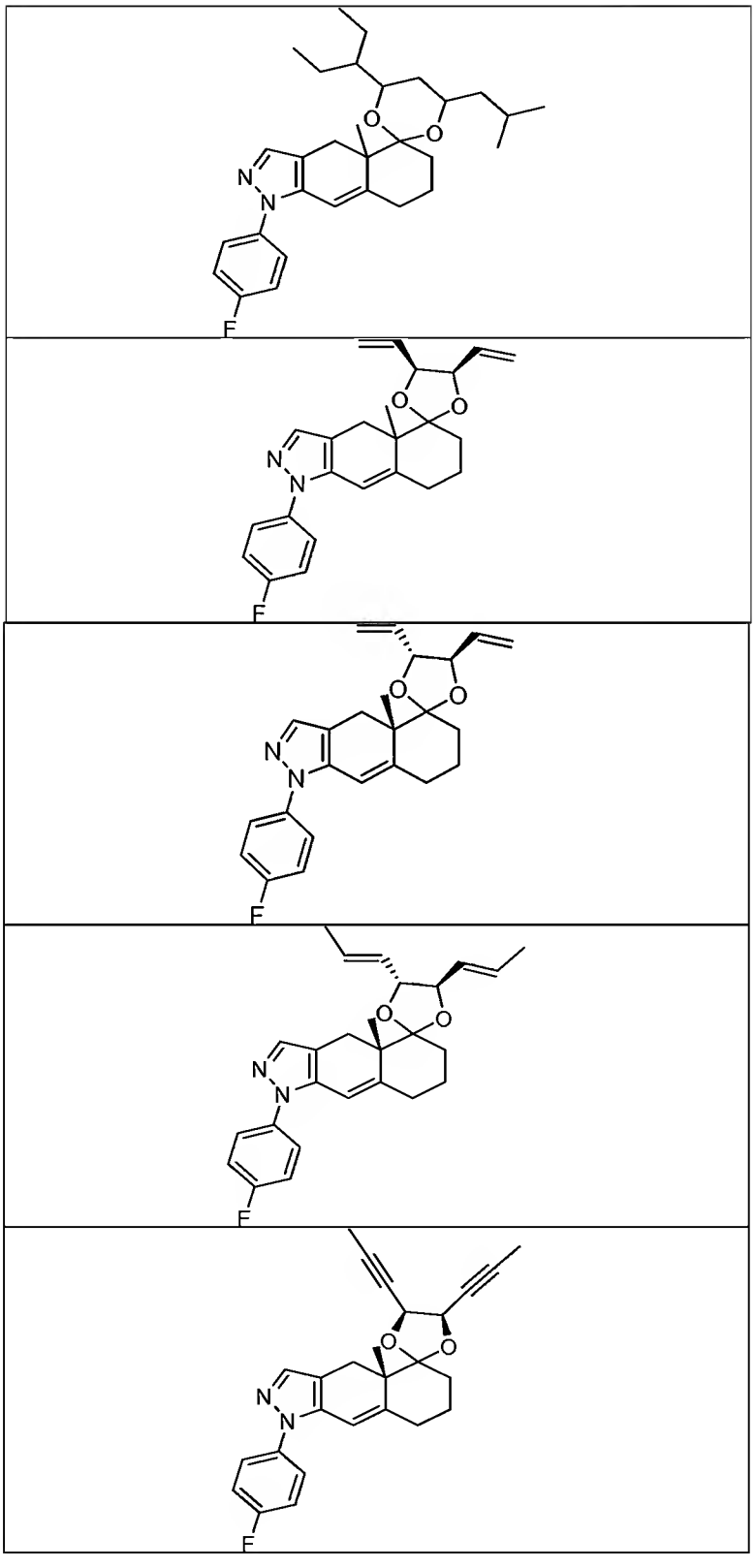

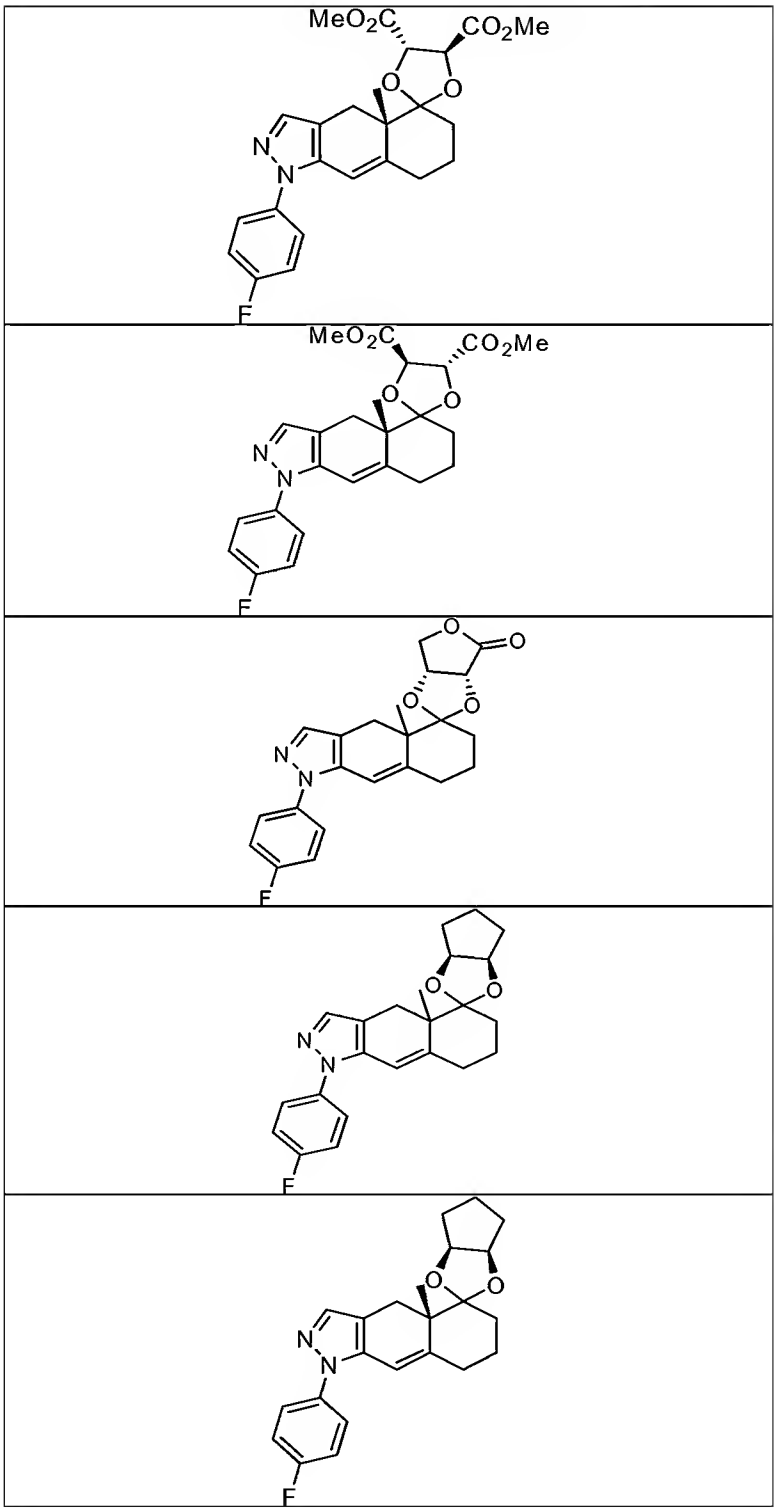
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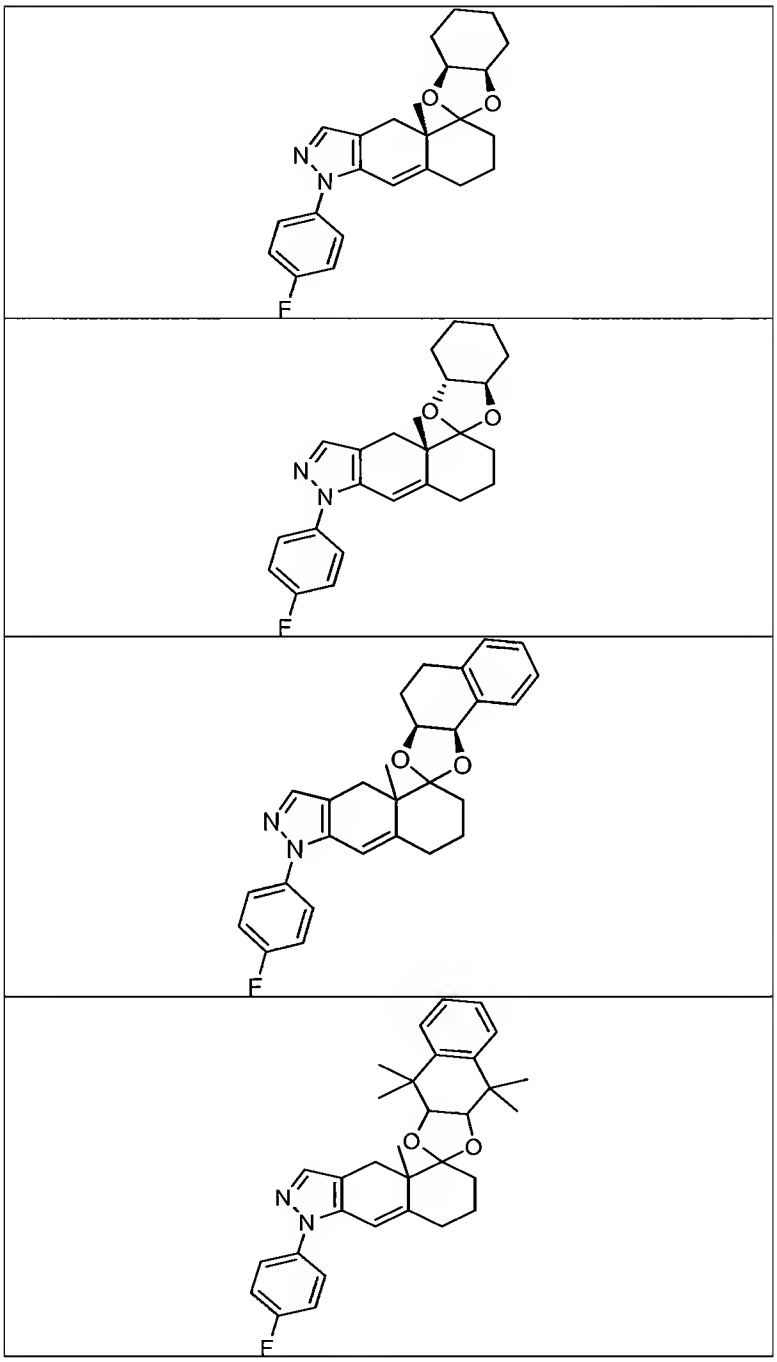
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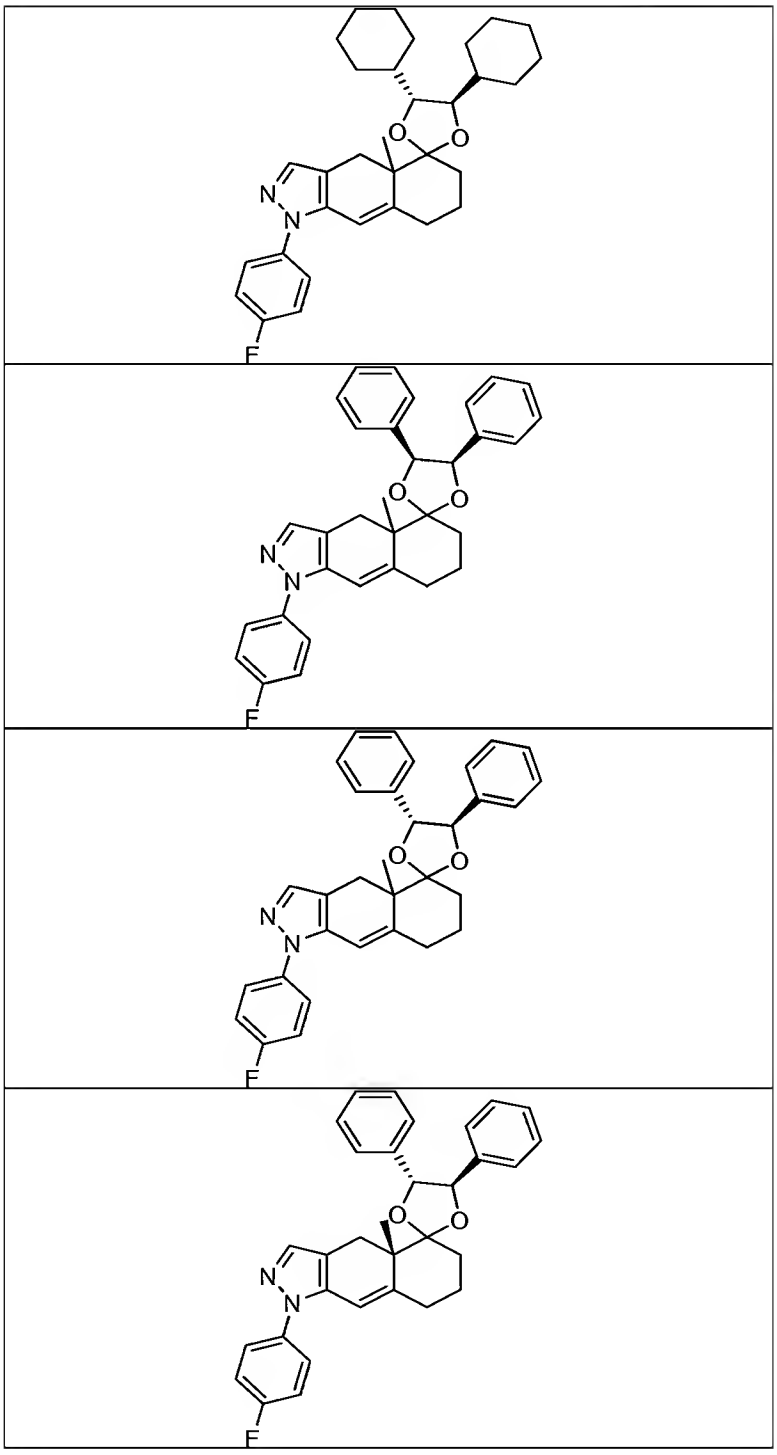
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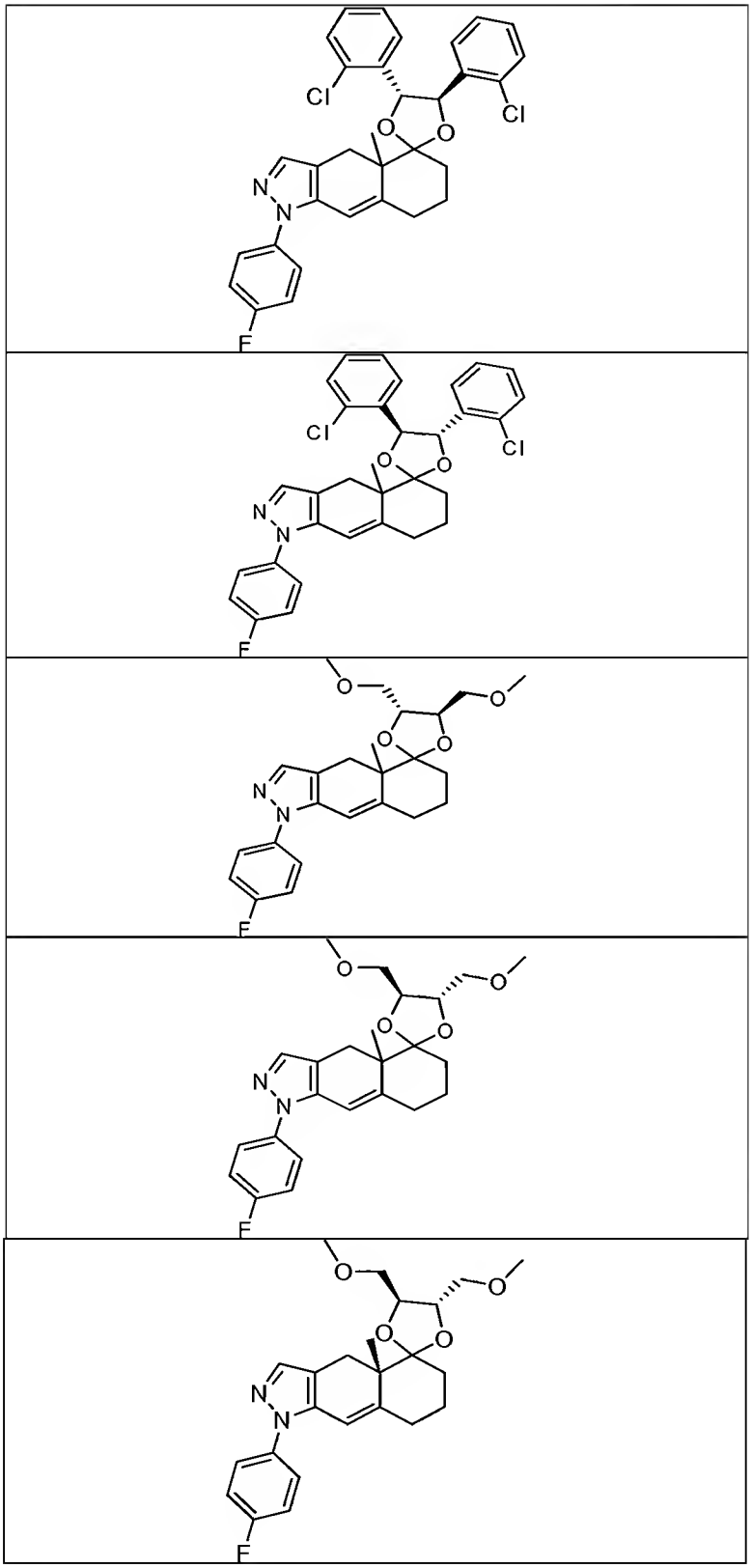
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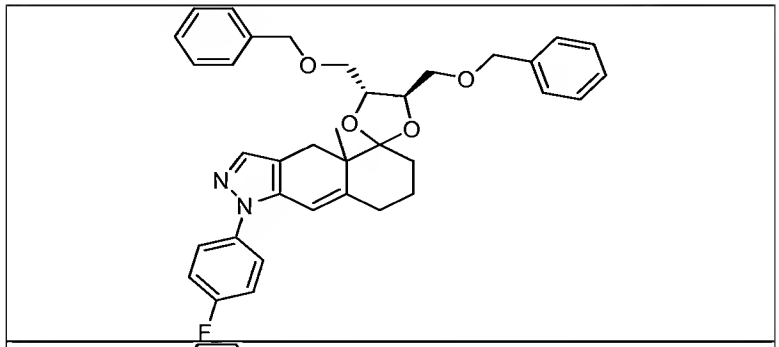

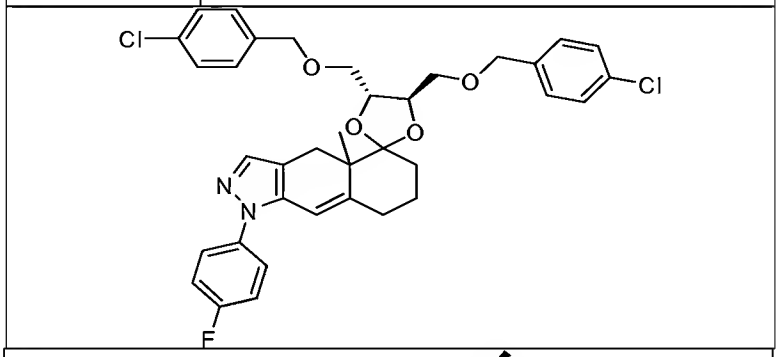

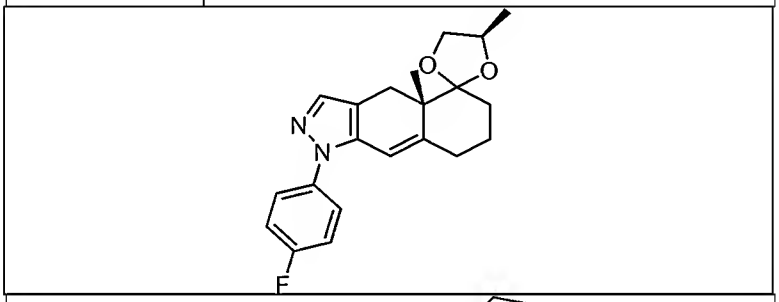

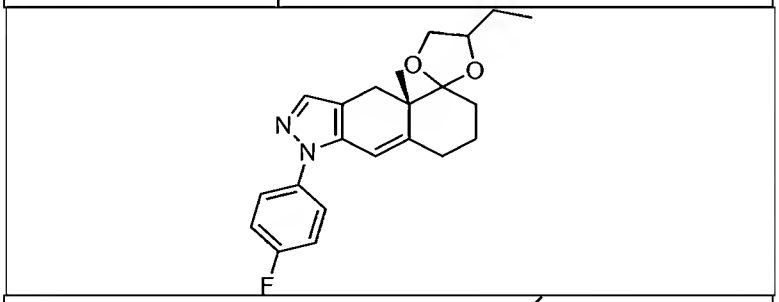

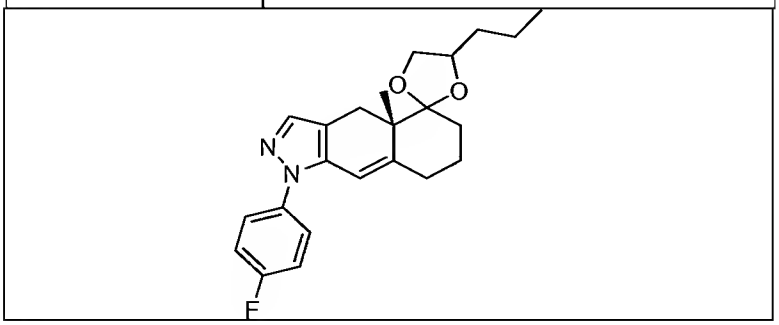

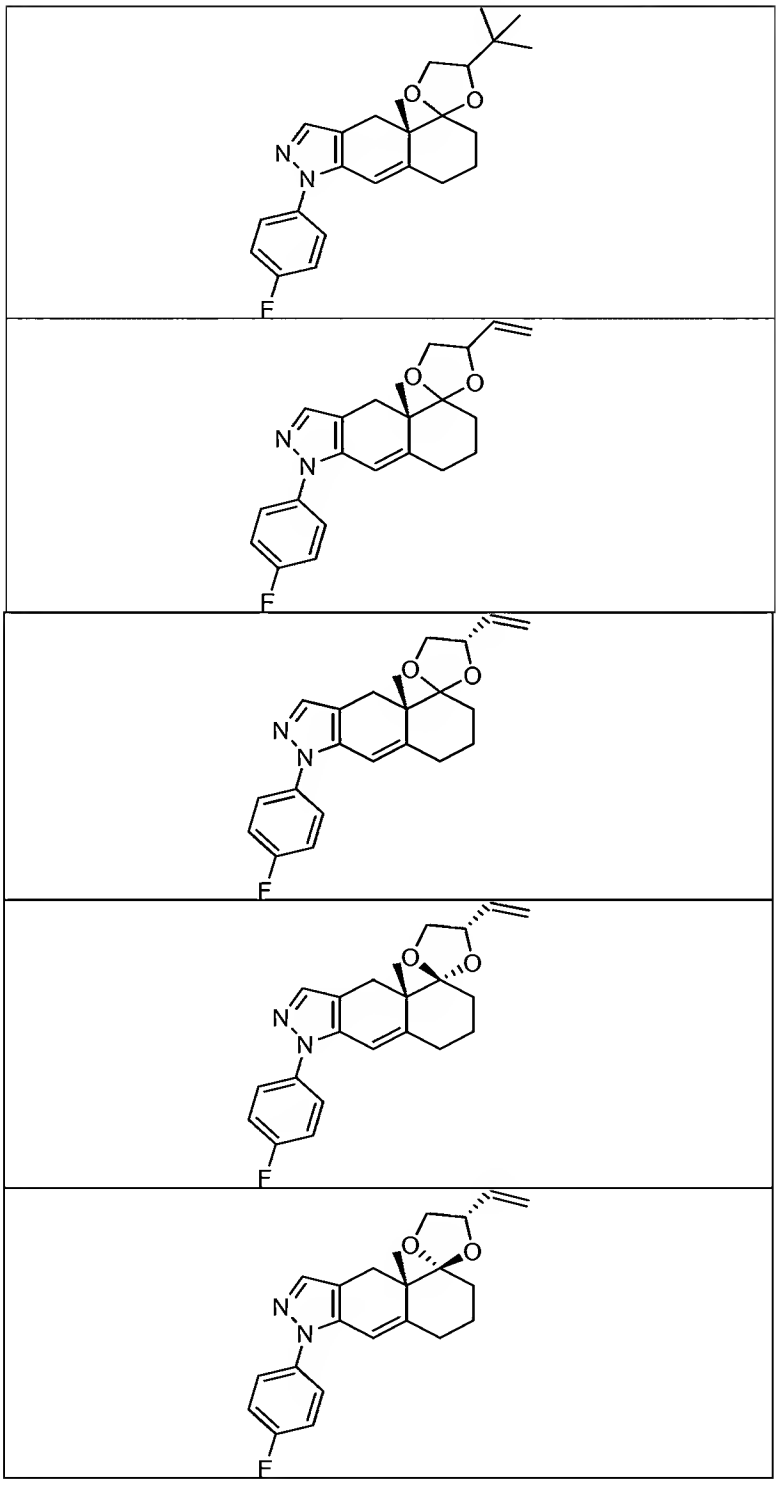
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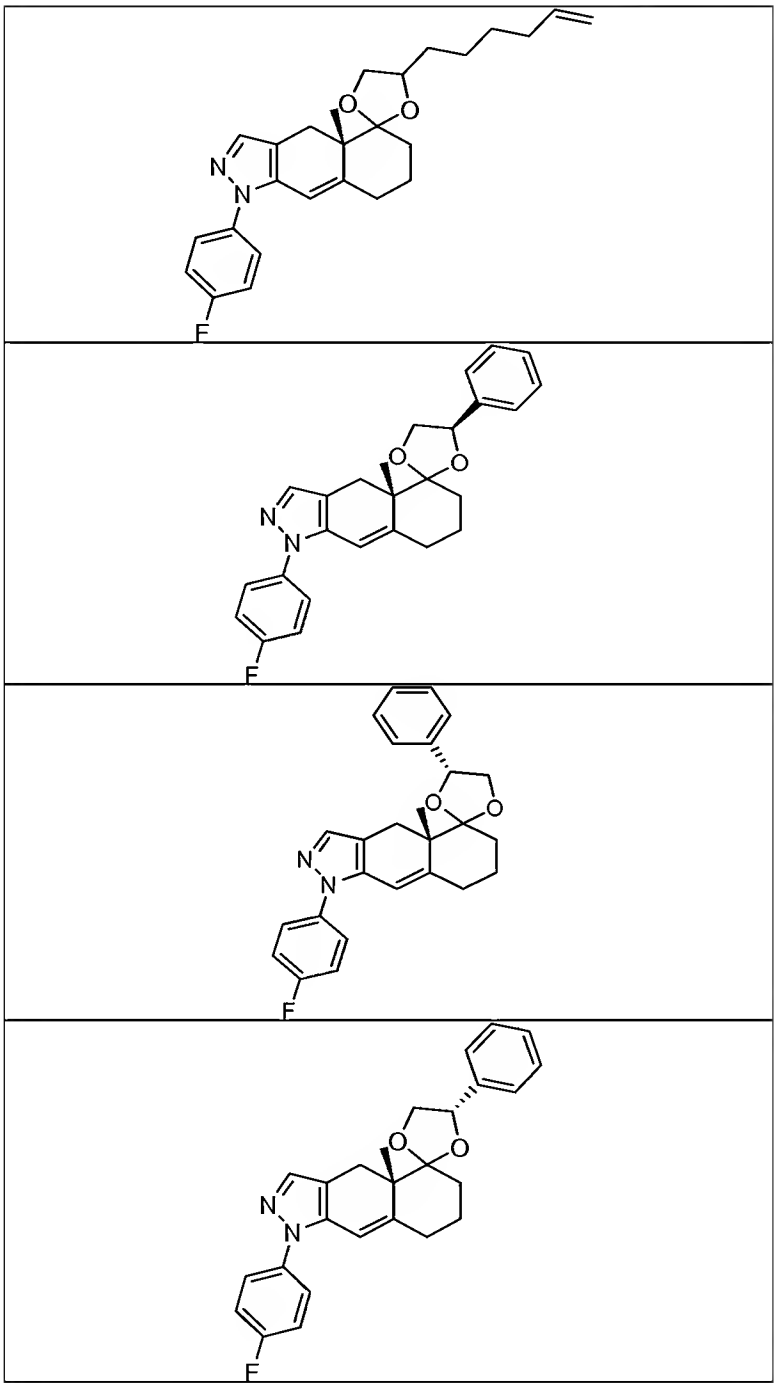

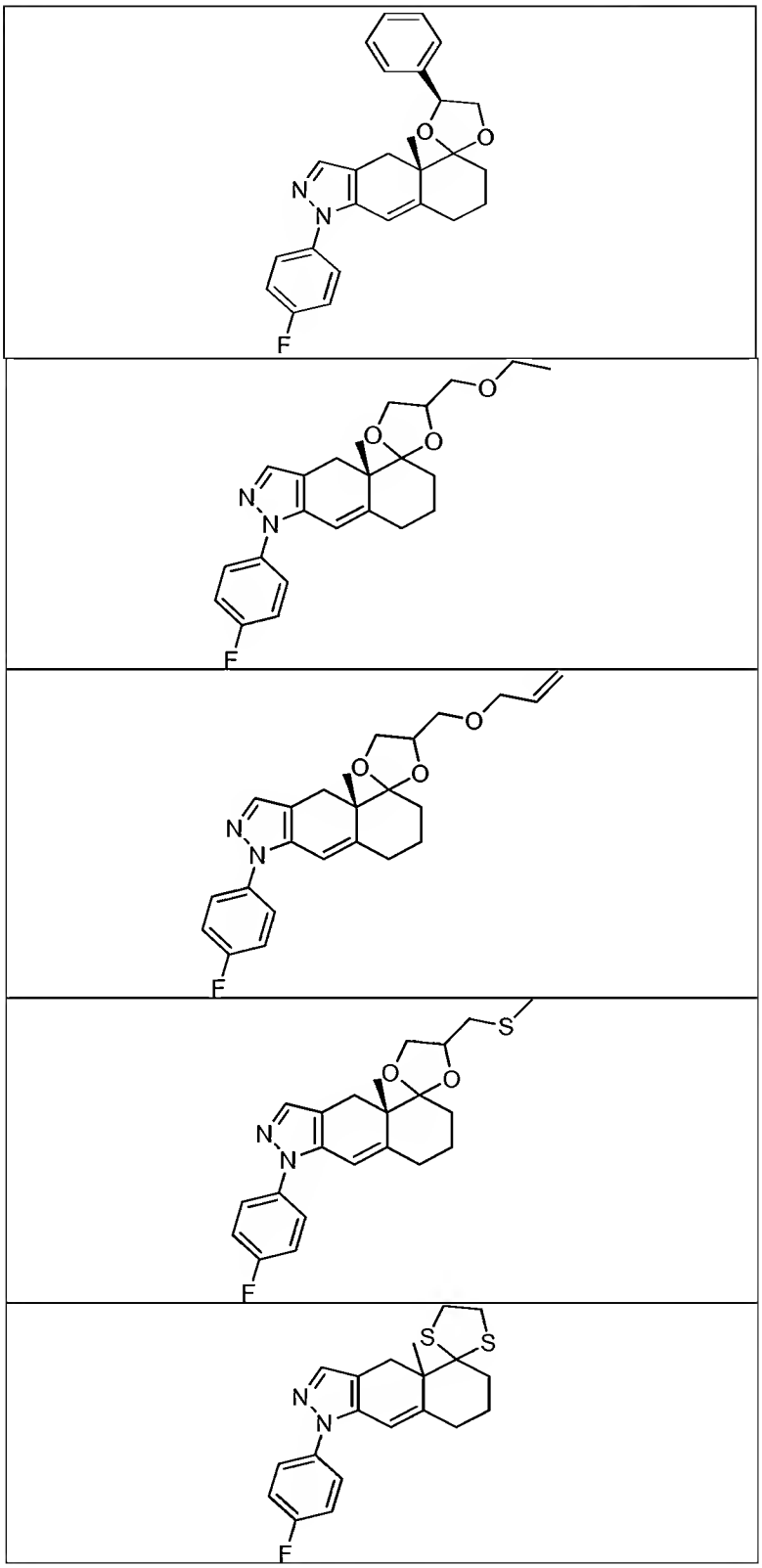

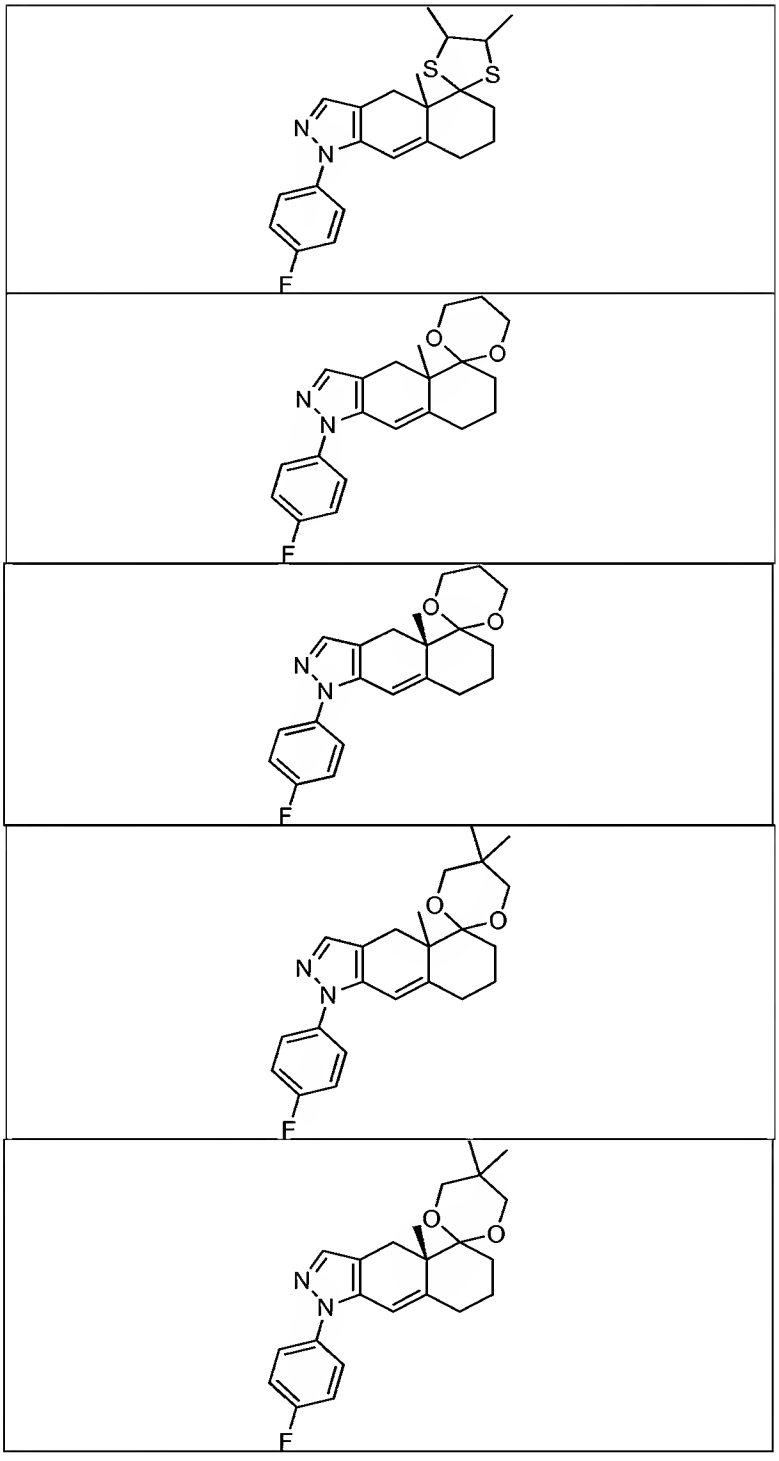
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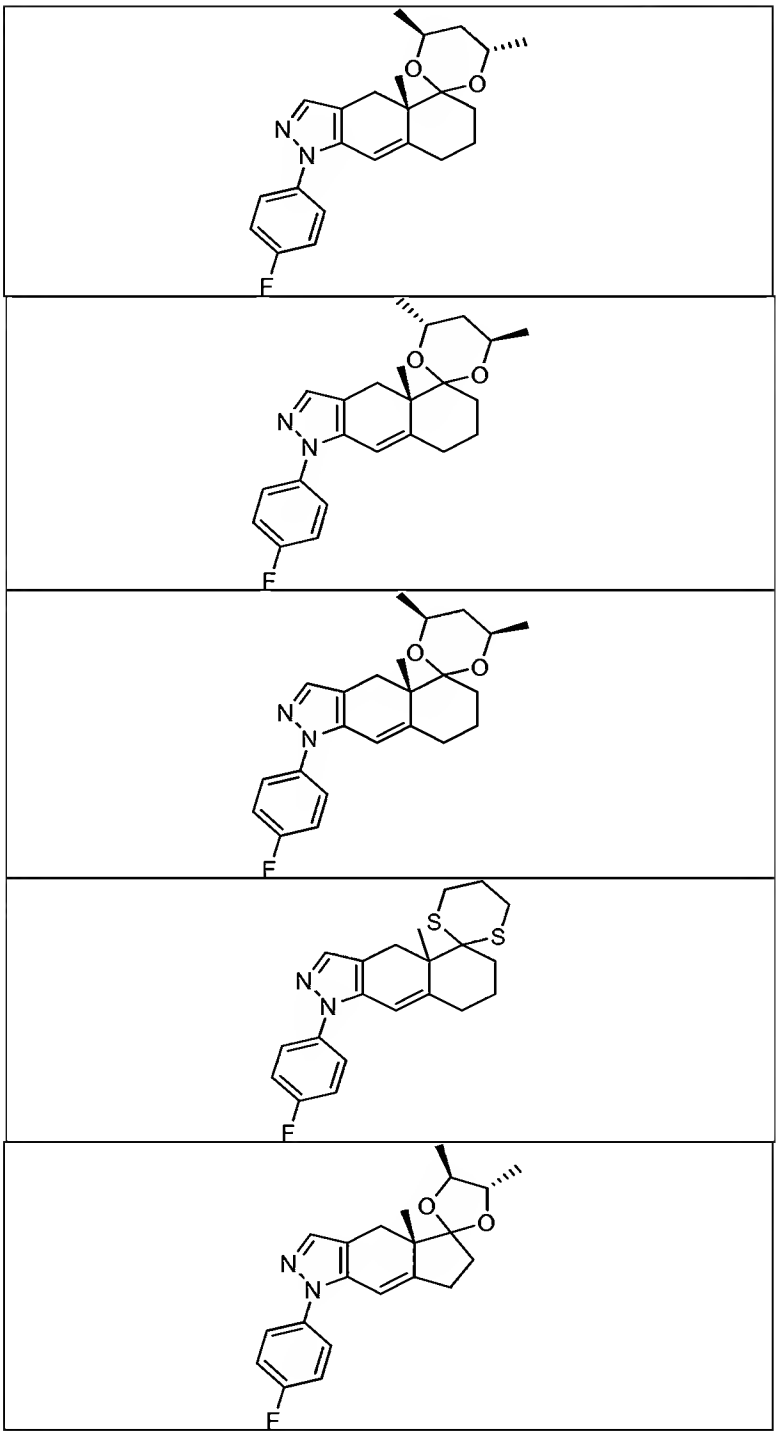
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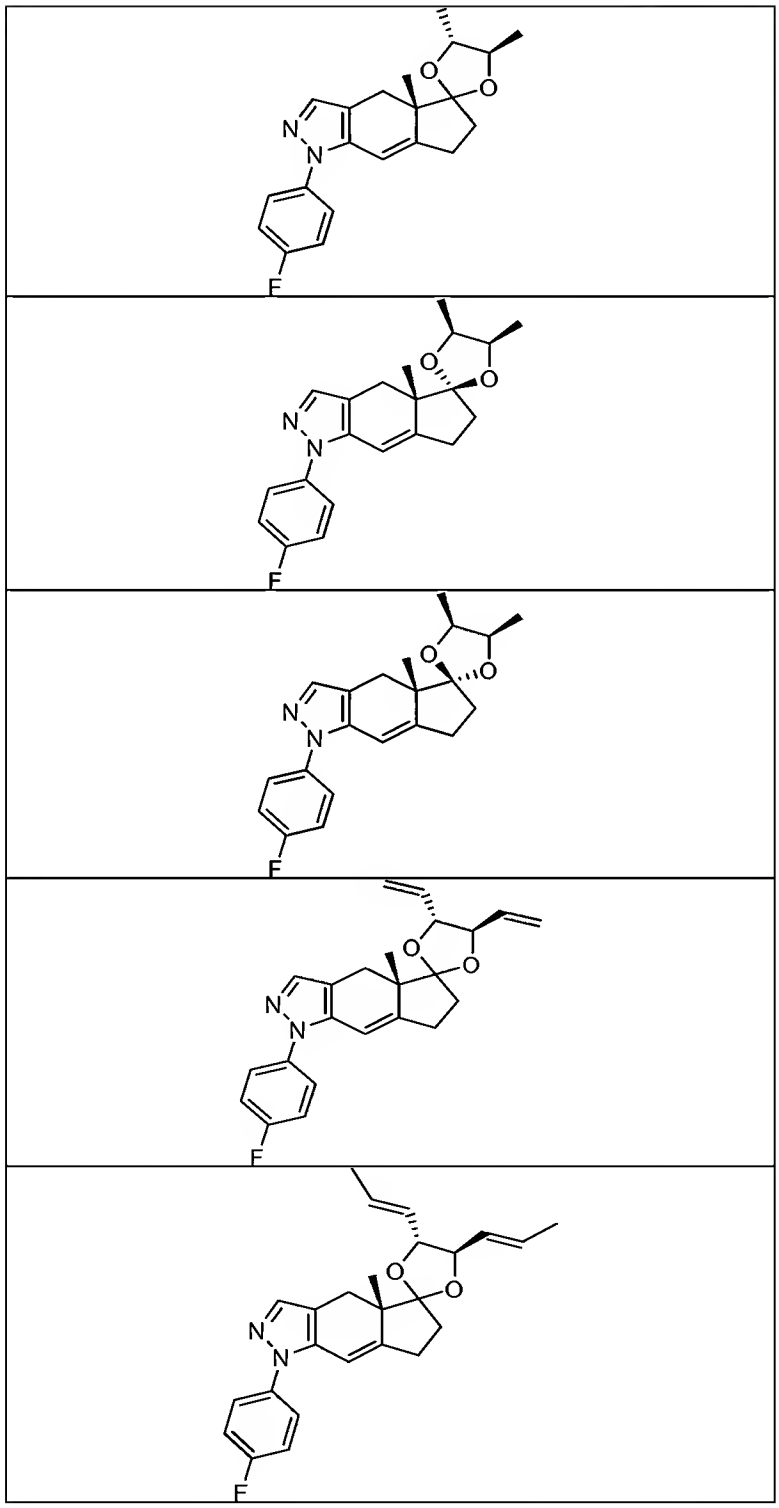

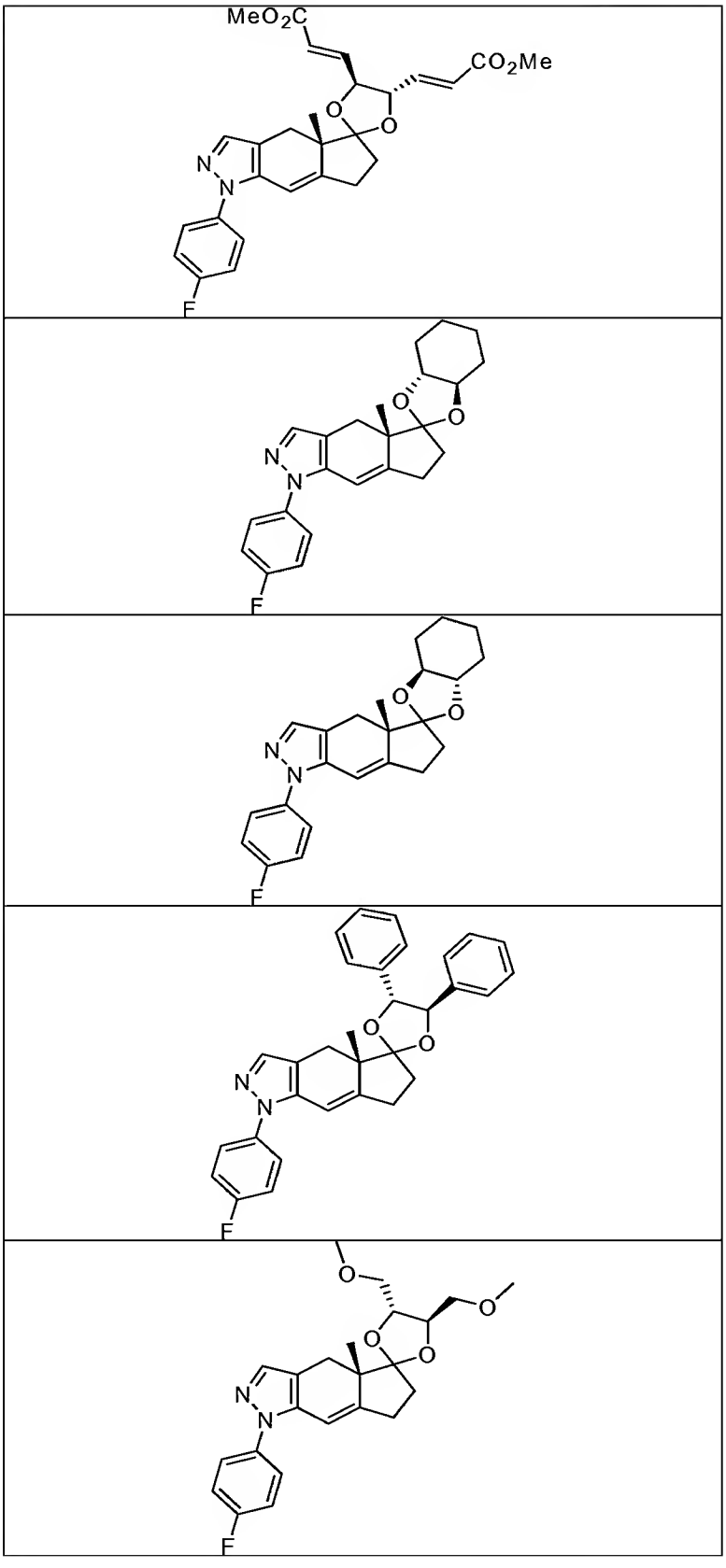
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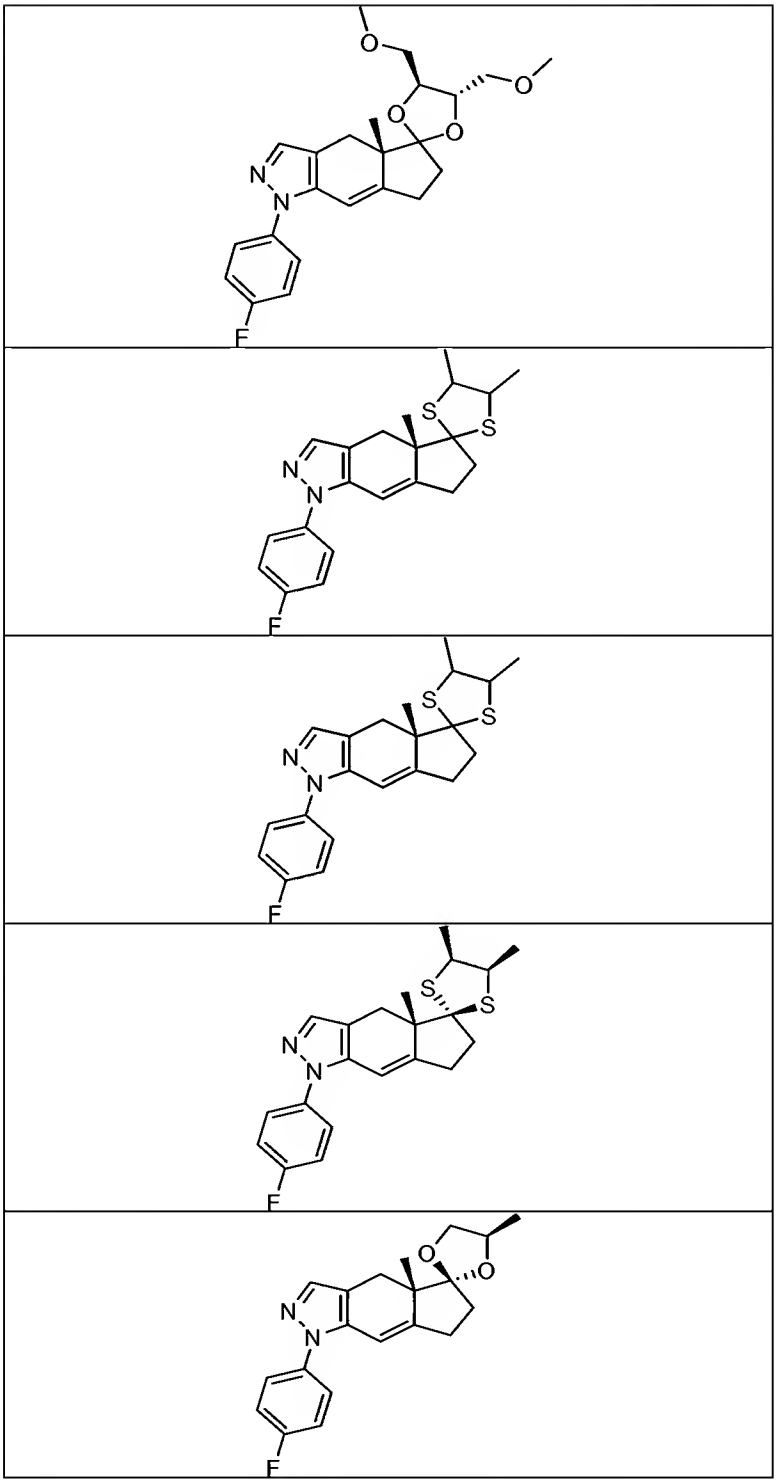

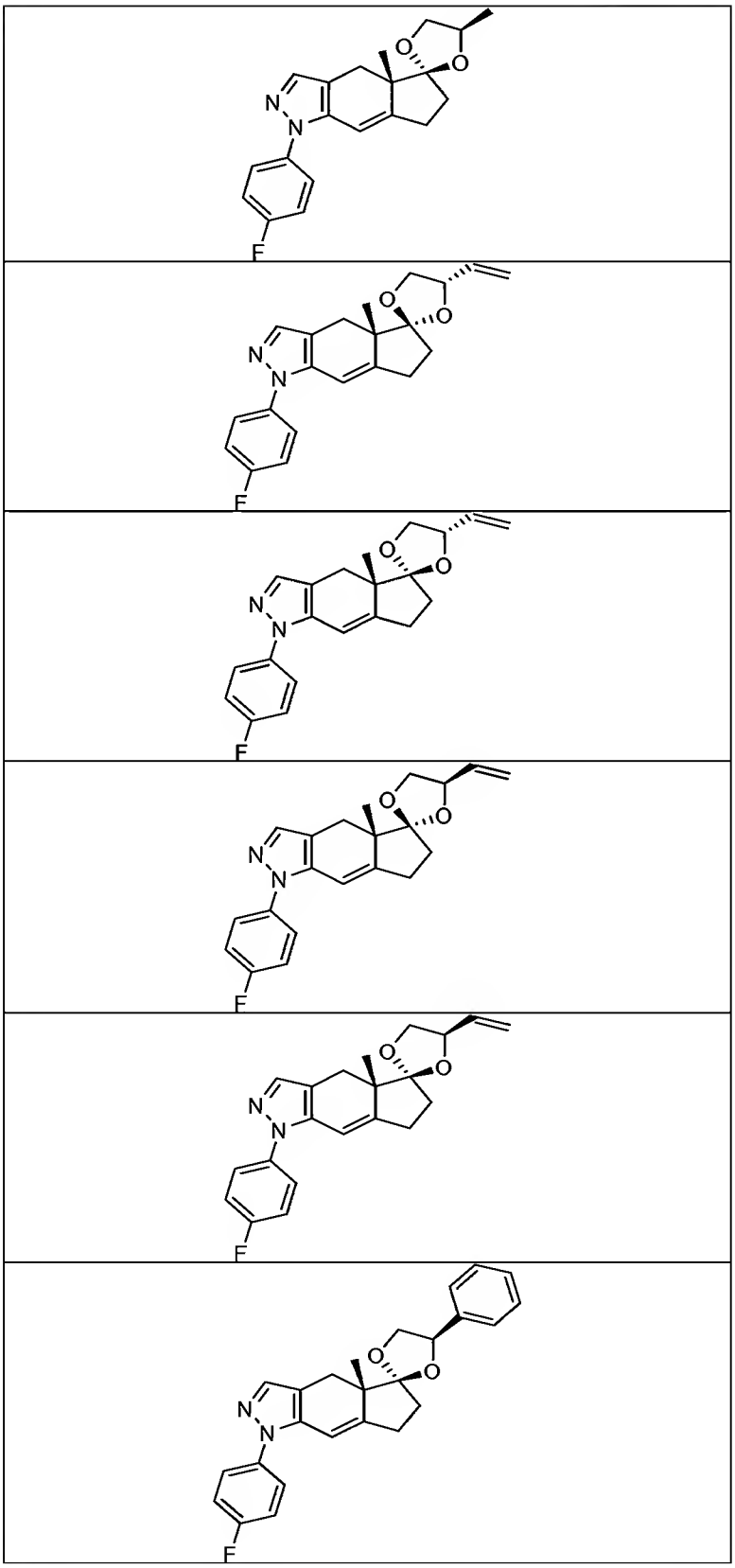

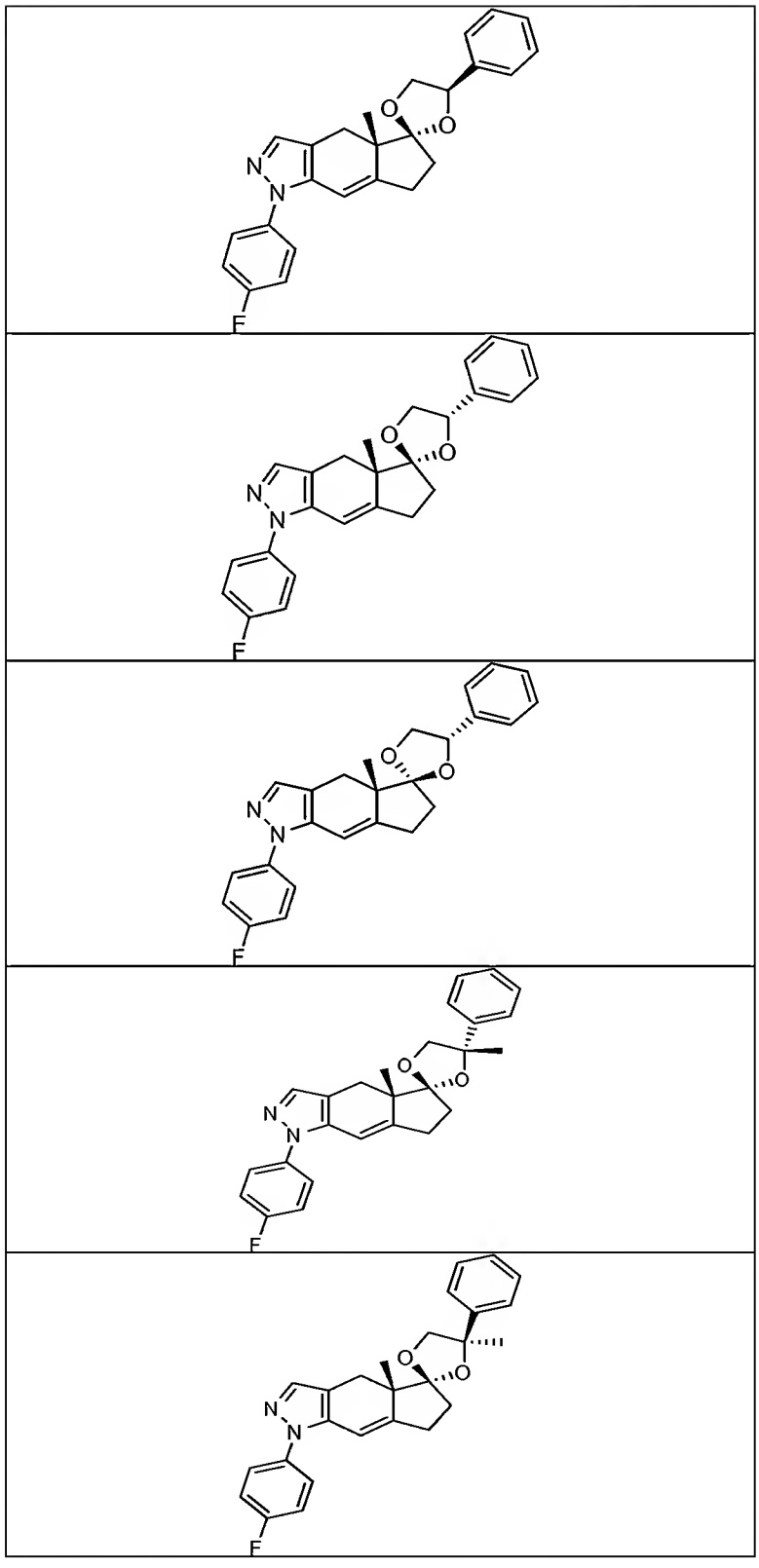

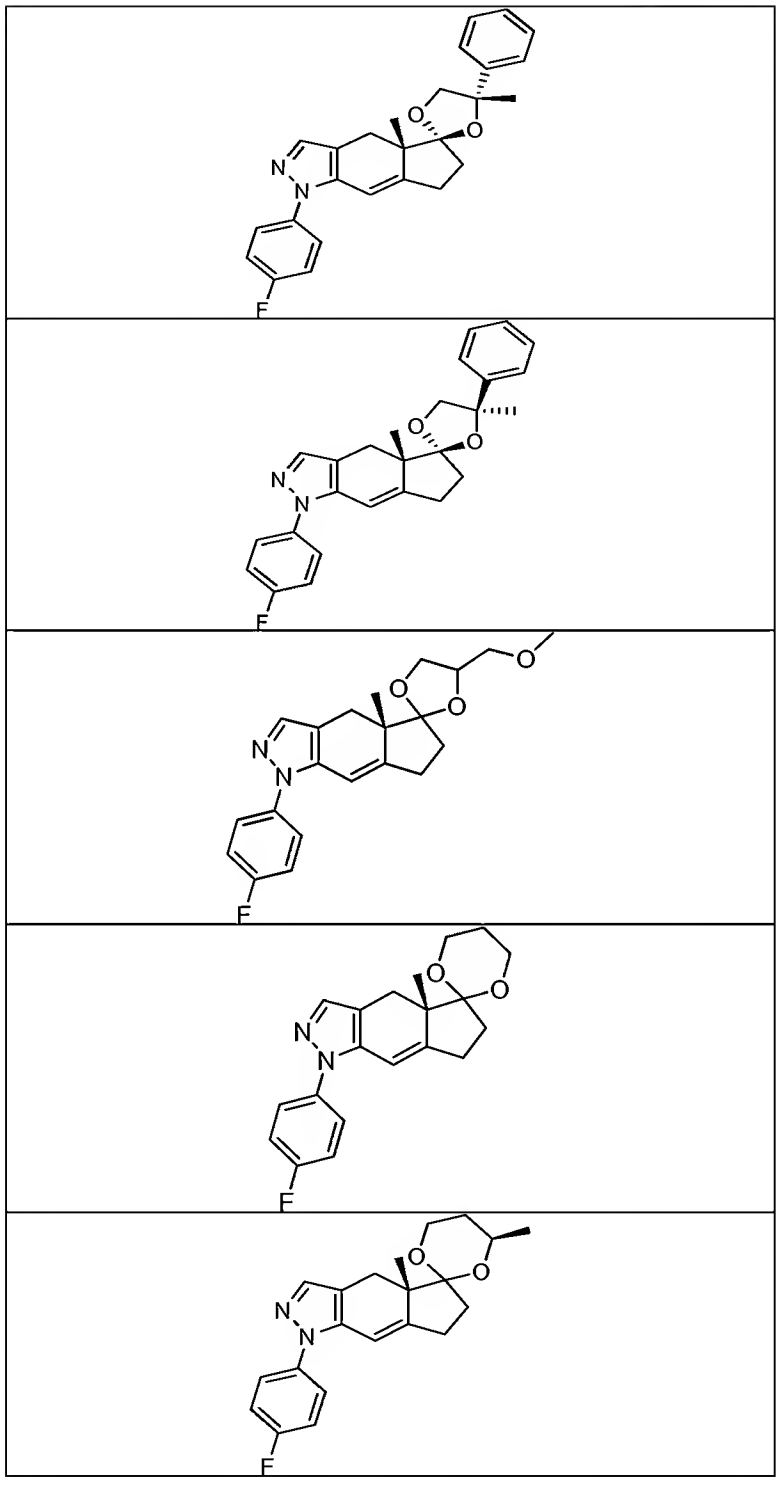

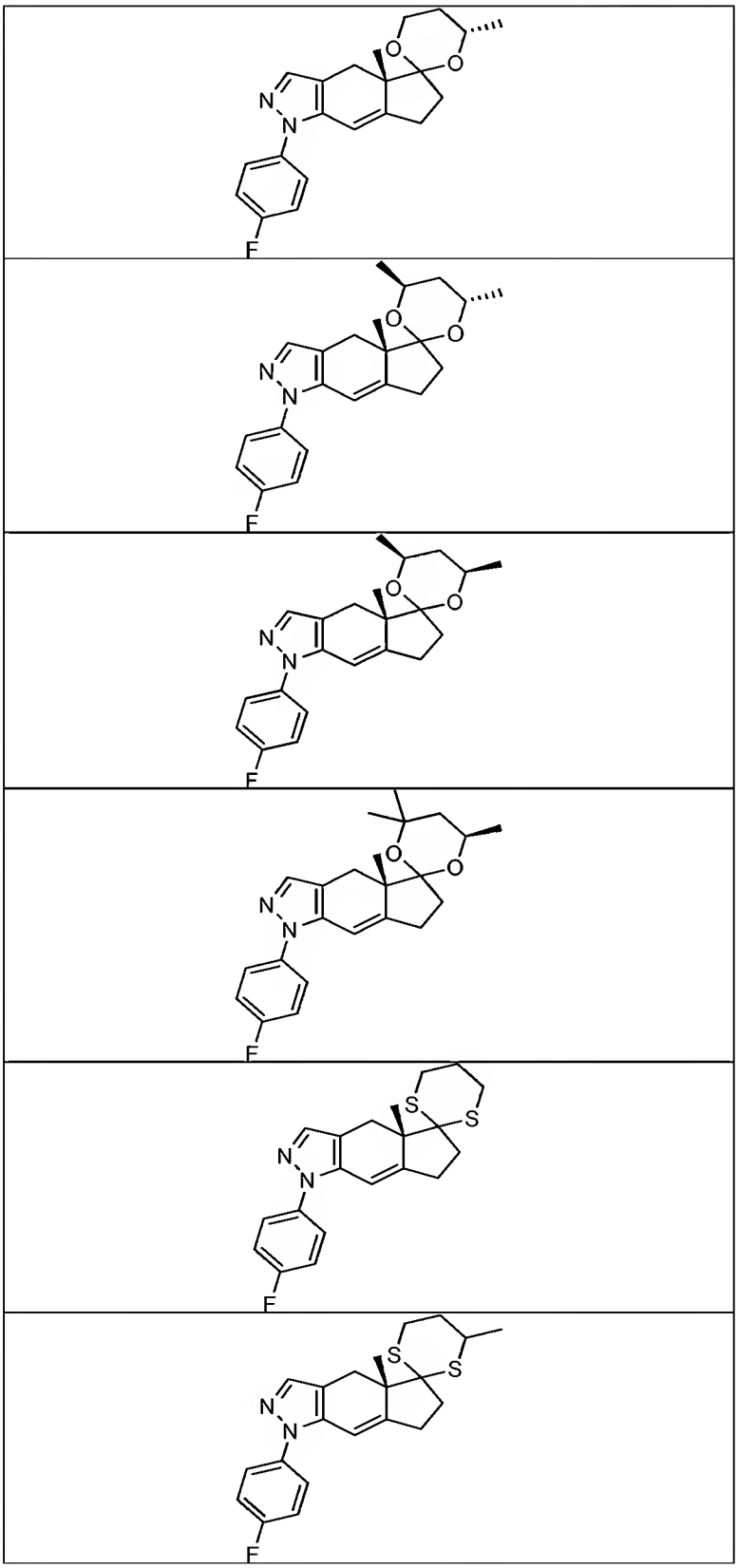

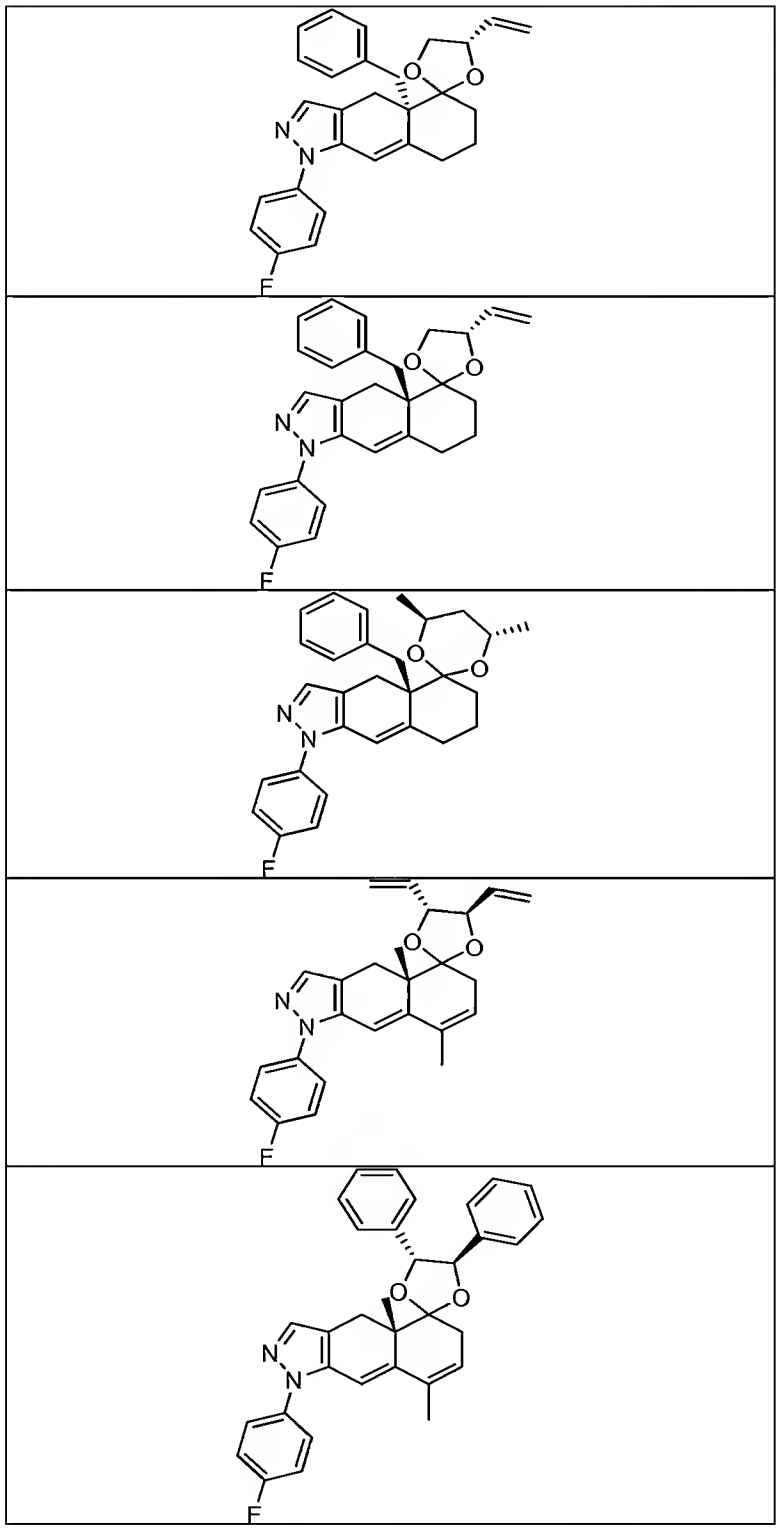

or a pharmaceutically acceptable salt of any of the foregoing compounds.

15 to 21. (Canceled)

22. (Previously presented) A pharmaceutical composition comprising a compound according to claim 11 in combination with a pharmaceutically acceptable carrier.

23 to 29. (Canceled)